

208338

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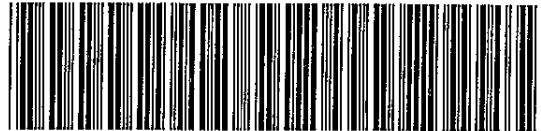
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SECRETARY OF STATE  
TALLAHASSEE, FL

4-30

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DUVAL NEWS CO., INC. A FL CORP #208338

INTO

**ALFLA INVESTMENT CO., INC., A DELAWARE CORP**, a Delaware entity not  
qualified in Florida.

File date: April 22, 2003

Corporate Specialist: Anna Chesnut

**MAYNARD, COOPER & GALE, P.C.**

ATTORNEYS AT LAW

1901 SIXTH AVENUE NORTH

2400 AMSOUTH/HARBERT PLAZA

BIRMINGHAM, ALABAMA 35203-2618

(205) 254-1000

FACSIMILE (205) 254-1999

DeAnne M. Owen,  
Paralegal

Direct Dial: 205-254-1118

April 18, 2003

**VIA FEDERAL EXPRESS**

Florida Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: **Clark / Duval News Co.**

Dear Sir or Madam:


With respect to the above-referenced matter, enclosed you will find the following documents required for corporations merger.

1. Letter of instructions for articles of merger; and
2. Articles of Merger.

Additionally, you will also find enclosed a check in the amount of \$70.00 payable to the Florida Department of State, which represents the amount due for the filing fee. Please file the Articles of Merger and return the appropriate copy to me stamped with the filing information in the enclosed return envelope.

Should you have any questions or need any information, please do not hesitate to contact me.

Very truly yours,

  
DeAnne M. Owens  
Paralegal

/dmo

Enclosure

cc: Gregory K. Mixon, Esq.

**ARTICLES OF MERGER**

**OF**

**DUVAL NEWS Co.  
(A FLORIDA CORPORATION)**

**AND**

**ALFLA INVESTMENT Co., Inc.  
(A DELAWARE CORPORATION FORMERLY KNOWN  
AS JEFFERSON NEWS Co., Inc.)**

**FILED**  
03 APR 22 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby submit the following articles of merger:

1. The Agreement and Plan of Merger which is attached hereto as Exhibit A is for the purpose of merging Duval News Co., a corporation organized under the laws of the State of Florida (the "Disappearing Corporation"), with and into ALFLA Investment Co., Inc., a corporation organized under the laws of the State of Delaware (the "Surviving Corporation").
2. The effective date of the merger in the State of Florida shall be April 21, 2003.
3. The Agreement and Plan of Merger was duly adopted by the Board of Directors of the Disappearing Corporation on March 24, 2003 and duly adopted by the shareholders of the Disappearing Corporation by unanimous written consent as of March 24, 2003.
4. The Agreement and Plan of Merger was duly adopted by the Board of Directors of the Surviving Corporation on March 24, 2003 and duly adopted by the shareholders of the Surviving Corporation by unanimous written consent as of March 24, 2003.

Executed as of March 24, 2003.

DUVAL NEWS CO.

By:   
Its: 

ALFLA INVESTMENT CO., INC.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Executed as of March 24, 2003.

DUVAL NEWS CO.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ALFLA INVESTMENT CO., INC.

By: Thomas C. Calkins  
Its: President

**Exhibit A**

(See Attached)

**AGREEMENT AND PLAN OF MERGER  
OF  
DUVAL NEWS CO.  
WITH AND INTO  
ALFLA INVESTMENT CO., INC.  
(FORMERLY KNOWN AS JEFFERSON NEWS CO., INC.)**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made by and between **DUVAL NEWS CO.**, a Florida corporation (hereinafter referred to as "Duval"), and **ALFLA INVESTMENT CO., INC.**, a Delaware corporation formerly known as Jefferson News Co., Inc. (hereinafter referred to as "ALFLA").

**WITNESSETH, THAT:**

**WHEREAS**, Duval and ALFLA are each corporations duly organized and existing under the laws of the States of Florida and Delaware, respectively; and

**WHEREAS**, the authorized capital stock of Duval consists of 1,000 shares of common stock, par value \$20.00 per share, of which 950 shares are outstanding; and

**WHEREAS**, the authorized capital stock of ALFLA consists of (i) 200 shares of Class A Common Stock, par value \$10.00 per share, of which 200 shares are outstanding, and (ii) 478 shares of Class B Common Stock, par value \$10.00 per share of which 478 shares are outstanding; and

**WHEREAS**, the boards of directors of Duval and ALFLA deem it advisable for the general welfare and advantage of the two corporations and their respective shareholders that the two corporations merge into a single corporation pursuant to this Agreement, and the two corporations respectively desire to so merge pursuant to this Agreement; and

**WHEREAS**, as a result of the merger of Duval into ALFLA, each share of capital stock of Duval issued and outstanding shall be converted into 0.2773 common shares of ALFLA.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, the parties hereto agree as follows:

1. Merger. Duval shall be merged into ALFLA.
2. Terms of Merger. The terms of the merger are:

(a) Duval shall be merged into ALFLA in accordance with the procedure set forth in Section 607.1101 *et. seq.* of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law.



(b) ALFLA shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of ALFLA shall continue unaffected and unimpaired by the merger. The articles of incorporation and bylaws of ALFLA shall remain in effect unaltered as the articles of incorporation and bylaws of the surviving corporation; and the duly qualified and elected directors and officers of ALFLA immediately prior to the Effective Time shall be the directors and officers of the surviving corporation.

(c) The corporate identity, existence, purposes, powers, franchises, rights (legal or otherwise), immunities, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Duval shall be transferred to, vested in, devolved upon, and merged into ALFLA, and ALFLA shall be fully vested therewith without any further act or deed.

(d) The separate existence of Duval, except insofar as specifically otherwise provided by law, shall cease at the Effective Time, whereupon Duval and ALFLA shall become a single corporation.

(e) At the Effective Time, each outstanding common share of Duval shall be converted into 0.2773 shares of ALFLA, fully paid and non-assessable by ALFLA.

3. Basis of Exchange. At the Effective Time, each common share of Duval shall thereupon be converted into 0.2773 shares of ALFLA. Each holder of outstanding common shares of Duval, upon the surrender to ALFLA of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for each of the number of common shares of ALFLA represented by the certificates so surrendered for cancellation by such holder. Until so surrendered, each such certificate representing outstanding common shares of Duval shall represent the ownership of 0.2773 shares of ALFLA for all corporate and legal purposes.

4. Shareholders' Approval. Upon approving this agreement and plan of merger, the board of directors of Duval and of ALFLA, respectively, shall, by resolution, direct that this plan of merger be submitted for action by unanimous written consent of the shareholders of Duval and ALFLA, respectively, to be held on or before March 24, 2003.

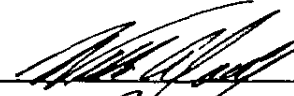
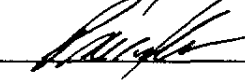
5. Termination and Abandonment. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing this Agreement with the Secretary of State. This Agreement may be amended by the board of directors of its constituent corporations at any time prior to the date of filing this Agreement with the Secretary of State, provided that any amendment made subsequent to the adoption of this Agreement by the shareholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the articles of incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Agreement if such

alteration or change would adversely affect the holders of any class or series of shareholders thereof of such constituent corporation.

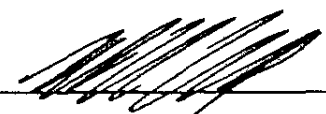
6. Effective Time. The merger shall become effective upon filing Articles of Merger with the Secretary of State of the State of Florida and a Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be executed by its duly authorized officer as of the 24<sup>th</sup> day of March, 2003.

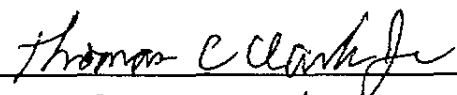
**DUVAL NEWS CO.**  
a Florida corporation

By:   
Its: 

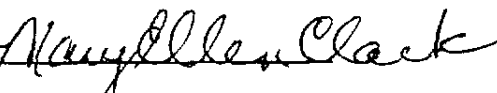
ATTEST:

By:   
Its: Secretary

**ALFLA INVESTMENT CO., INC.**  
a Delaware corporation

By:   
Its: President

ATTEST:

By:   
Its: Secretary