

393185

Greenberg Training
(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED
DEC 28 PM 4:05
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

* Call June @ 222-6891 if there are any problems at all with this filing. Thanks!

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

Merger

pg 60000
54992

393185

1. Prince Communications II, Inc.
(Corporation Name) (Document #)
2. Prince Publishing, Inc. (surviving corp.)
(Corporation Name) (Document #)
3. ~~Prince Publishing, Inc.~~ Send atten:
(Corporation Name) (Document #)
4. ~~Prince Publishing, Inc.~~ Ornette Ramsey
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 4:00 pm ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

35.00 filing fee
8.75 cert. copy
~~43.75 total~~

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

300002724343--2
-12/29/98--01017--001
*****35.00 *****35.00

300002724343--2
-12/29/98--01017--002
*****43.75 *****43.75

RECEIVED

Examiner's Initials *AJR*

12/29/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRINCE COMMUNICATIONS II, INC., a Florida corporation P96000054992

INTO

PRINCE PUBLISHING, INC., a Florida corporation, 393185

File date: December 28, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/98

FILED
98 DEC 28 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER

THESE ARTICLES AND PLAN OF MERGER (the "Merger Articles") are entered into as of December 28, 1998 by and between PRINCE COMMUNICATIONS II, INC., a Florida business corporation ("PCI II"), and PRINCE PUBLISHING, INC., a Florida business corporation ("PPI" or the "Surviving Corporation").

WHEREAS, PCI II and PPI are each business corporations duly organized and existing under the laws of the State of Florida;

WHEREAS, PCI II has an authorized capitalization of One Hundred (100) shares of Common Stock, par value \$1.00 per share ("PCI II Common Stock");

WHEREAS, 100 shares of PCI II Common Stock are currently outstanding, all of which are owned by Robert E. Prince (the "PCI II Shareholder");

WHEREAS, PPI has an authorized capitalization of Five Hundred (500) shares of Common Stock, par value \$1.00 per share ("PPI Common Stock");

WHEREAS, 28 shares of PPI Common Stock are currently outstanding, all of which are owned by Robert E. Prince (the "PPI Shareholder");

WHEREAS, each of the respective Boards of Directors of PCI II and PPI has determined that it is desirable and in the best interests of the respective corporations and their shareholders that PCI II be merged into PPI (the "Merger") on the terms and conditions hereinafter set forth and has, by resolutions duly adopted, approved these Merger Articles;

WHEREAS, each of the respective Boards of Directors of PCI II and PPI has, by resolutions, duly adopted and directed that these Merger Articles be submitted to the PCI II Shareholder and the PPI Shareholder, respectively, for approval;

WHEREAS, by written consents, each dated December 28, 1998, the PCI II Shareholder and the PPI Shareholder have approved these Merger Articles and related documents, in each case in accordance with Sections 607.0704 and 607.1101 of the Florida Business Corporation Act, as amended (the "Florida Statutes"), or any successor act; and

WHEREAS, the Merger is intended to qualify for federal income tax purposes as a "reorganization" under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants herein contained, the parties hereby agree, in accordance with the applicable provisions of the Florida Statutes and subject to the conditions set forth herein, that PCI II shall be merged into PPI, and such parties further hereby adopt and

agree to the following agreements, terms and conditions relating to the Merger and the manner of carrying the same into effect:

ARTICLE 1. Merger. PCI II shall be merged with and into PPI, and PPI shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). "Prince Publishing, Inc." will be the name of the Surviving Corporation. Subject to and in accordance with the terms and conditions of these Merger Articles and the Florida Statutes, (i) these Merger Articles shall be executed, acknowledged and filed with the Secretary of State of the State of Florida with such other documents, instruments or certificates as may be required by the Florida Statutes, and (ii) the Merger shall become effective on the 31st day of December 1998 (the "Effective Time"), and each document filed pursuant to the Florida Statutes shall expressly so state. At the Effective Time, the separate corporate existence of PCI II shall cease forthwith. The corporate existence of PPI shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall continue to be governed by the laws of Florida.

ARTICLE 2. Governing Documents. (a) The Articles of Incorporation of PPI as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.

(b) The Bylaws of PPI as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

ARTICLE 3. Officers and Directors. The persons who are officers and directors of PPI immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified.

ARTICLE 4. Effect of Merger. At the Effective Time, the separate corporate existence of PCI II shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of both a public and private nature of each of PCI II and PPI. All property, real, personal and mixed, all debts due on whatever account, including stock subscriptions, all other things in action, and every other interest of or belonging to each of PCI II and PPI shall be vested in the Surviving Corporation without further action; and the title to any interest in real estate, vested by deed or otherwise, in either PCI II or PPI shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of PCI II or PPI shall not be impaired by the Merger. After the Effective Time, the Surviving Corporation shall assume and be liable for all the liabilities and obligations of PCI II and PPI, as if those liabilities and obligations had been incurred by the Surviving

Corporation. Any claim existing or action or proceeding pending by or against either of PCI II or PPI may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in the proceeding for PCI II.

ARTICLE 5. Further Assurances Regarding PCI II. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered by the former officers and directors of PCI II on behalf of PCI II such deeds, assignments and other instruments, and there shall be taken or caused to be taken by them all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of PCI II and otherwise to carry out the purposes of these Merger Articles, and the officers and directors of the Surviving Corporation are fully authorized, in the name and on behalf of PCI II or otherwise, to take any and all such action and to execute and deliver any and all such deeds, assignments and other instruments.

ARTICLE 6. Conversion of Shares. The issued and outstanding shares of PPI shall not be converted as a result of the Merger, but shall remain issued shares of PPI Common Stock, the common stock of the Surviving Corporation. At the Effective Time, pursuant to the terms of these Merger Articles, by virtue of the Merger and without any action on the part of the holder thereof, each share of PCI II Common Stock outstanding immediately prior to the Effective Time, whether certificated or uncertificated, shall be converted into one fully paid and nonassessable share of PPI Common Stock. No fractional shares of PPI Common Stock shall be issued pursuant to such conversion, and any fractions resulting from such conversion shall be eliminated in each case by rounding upward to the nearest whole share.

ARTICLE 7. Stock Certificates. At and after the Effective Time, all of the outstanding certificates which immediately prior to the Effective Time represented shares of PCI II Common Stock shall be deemed for all purposes to evidence ownership of, and to represent shares of, PPI Common Stock into which the shares of PCI II Common Stock, formerly represented by such certificates have been converted as herein provided, and no certificates representing such shares need be surrendered. The registered owner on the books and records of PPI or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends and other distributions upon the shares of PPI Common Stock evidenced by such outstanding certificate as above provided. After the Effective Time, when any such certificate shall be surrendered for transfer or otherwise accounted for to the Surviving Corporation or its transfer agent, the certificates issued will reflect the name and state of incorporation of the Surviving Corporation.

ARTICLE 8. Condition. Consummation of the Merger and

related transactions is subject, prior to the Effective Time, to the condition that no suit, action, proceeding or other litigation shall have been commenced or threatened to be commenced which, in the opinion of PCI II or PPI, would pose a material restriction on or impair consummation of the Merger, performance of these Merger Articles or the conduct of the business of PPI after the Effective Time, or create a risk of subjecting PCI II or PPI, or their respective shareholders, officers, or directors, to material damages, costs, liability or other relief in connection with the Merger or these Merger Articles.

ARTICLE 9. Governing Law. These Merger Articles shall be governed by and construed in accordance with the laws of the State of Florida applicable to contracts entered into and to be performed wholly within the State of Florida (but not including the choice of law rules thereof).


ARTICLE 10. Counterparts. To facilitate execution, these Merger Articles may be executed in as many counterparts as may be required. All counterparts shall collectively constitute a single agreement.

ARTICLE 11. Further Assurances of PPI and PCI II. PPI and PCI II agree to execute any and all documents, and to perform such other acts, which may be necessary or expedient to further the purposes of these Merger Articles.

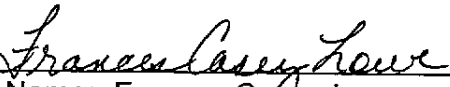
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, PPI and PCI II have caused these Articles and Plan of Merger to be signed by their respective duly authorized officers and delivered as of this 28th day of December, 1998.


PRINCE PUBLISHING, INC.,
a Florida business corporation

By: 
Name: Robert E. Prince
Title: President

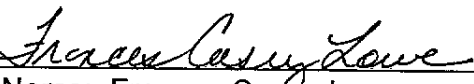
ATTEST

By: 
Name: Frances Casey Lowe
Title: Secretary

PRINCE COMMUNICATIONS II, INC., a
Florida business corporation

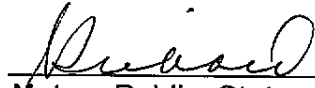
By: 
Name: Robert E. Prince
Title: President

ATTEST:

By: 
Name: Frances Casey Lowe
Title: Secretary

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 28th day of December, 1998, by Robert E. Prince, as President of Prince Communications II, Inc., on behalf of that corporation, and as President of Prince Publishing, Inc., on behalf of that corporation.



Notary Public, State of
Florida at Large

My Commission Expires:

(AFFIX SEAL)



NANCY MCKAY RICHARDS
MY COMMISSION # CC475633 EXPIRES
June 22, 1999
BONDED THRU TROY FAIN INSURANCE, INC.