

394713

Document Number Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 MAR 17 PM 2:44

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

500002459495--9
-03/17/98--01046--022
*****70.00 *****70.00

CORPORATION(S) NAME

500002459495--9
-03/19/98--01013--009
*****35.00 *****35.00

Cardinal Marketing of New Jersey, Inc. (this)

Americom Direct Marketing, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies
File Stamped.

Thank You!!!

Done

COAPMER

3/17

Merger

3-17-98

CC

DIVISION OF CORPORATION

98 MAR 17 AM 11:49

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARDINAL MARKETING, INC. , a Florida corporation
CARDINAL MARKETING OF NEW JERSEY, INC., a New Jersey corporation
non qualified

INTO

AMERICOMM DIRECT MARKETING, INC., a Delaware corporation,
corporation not qualified in Florida.

File date: March 17, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
MERGING
CARDINAL MARKETING, INC.
AND
CARDINAL MARKETING OF NEW JERSEY, INC.
INTO
AMERICOMM DIRECT MARKETING, INC.

FILED
SECRETARY OF CORPORATIONS
98 MAR 17 PM 2:44

* * * * *

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, AmeriComm Direct Marketing, Inc. (the "Corporation") adopts the following articles of merger for the purpose of merging two subsidiary corporations into itself as the surviving corporation:

First: The Corporation is incorporated under the laws of Delaware and the laws of such jurisdiction permit such a merger.

Second: The Corporation owns all of the outstanding shares of capital stock of Cardinal Marketing, Inc. ("Cardinal FL"), a Florida corporation.

Third: The Corporation owns all of the outstanding shares of capital stock of Cardinal Marketing of New Jersey, Inc. ("Cardinal NJ"), a New Jersey corporation.

Fourth: The Corporation hereby merges into itself Cardinal Marketing, Inc. ("Cardinal FL"), a Florida corporation and said Cardinal FL shall be and hereby is merged into the Corporation, which shall be the surviving corporation.

Fifth: The Corporation hereby merges into itself Cardinal Marketing of New Jersey, Inc. ("Cardinal NJ"), a New Jersey corporation and said Cardinal NJ shall be and hereby is merged into the Corporation, which shall be the surviving corporation.

Sixth: The following plan of merger was adopted by the Corporation in the manner prescribed by the laws of Delaware.

PLAN OF MERGER

PLAN OF MERGER, dated this 16th day of March, 1998, by and among AmeriComm Direct Marketing, Inc. ("AmeriComm"), a Delaware corporation, Cardinal Marketing, Inc. ("Cardinal FL"), a Florida corporation and Cardinal Marketing of New Jersey, Inc. ("Cardinal NJ"), a New Jersey corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: AmeriComm hereby merges into itself Cardinal FL and said Cardinal FL shall be and hereby is merged into AmeriComm, which shall be the surviving corporation.

SECOND: AmeriComm hereby merges into itself Cardinal NJ and said Cardinal NJ shall be and hereby is merged into AmeriComm, which shall be the surviving corporation.

THIRD: The Articles of Incorporation of AmeriComm as heretofore amended and as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of capital stock of AmeriComm issued and outstanding on the effective date, and any rights with respect thereto, shall remain issued and outstanding.

(b) Each share of common stock of Cardinal FL issued and outstanding on the effective date, and any rights with respect thereto, shall be canceled and retired.

(c) Each share of common stock of Cardinal NJ issued and outstanding on the effective date, and any rights with respect thereto, shall be canceled and retired.

(d) After the effective date of the merger, each holder of an outstanding certificate representing shares of common stock of Cardinal FL shall surrender same to AmeriComm.

(e) After the effective date of the merger, each holder of an outstanding certificate representing shares of common stock of Cardinal NJ shall surrender same to AmeriComm.

FIFTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The officers of the surviving corporation shall be the officers of AmeriComm on the effective date, each such officer continuing in office until the next annual meeting and until his or her successor shall have been elected and qualified.

(c) The directors and committee members of the surviving corporation shall be the directors and committee members of AmeriComm on the effective date, each holding the same directorship for the term elected and until their successors are elected or appointed and qualified.

(d) This merger shall become effective on March 16, 1998.

(e) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

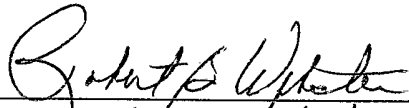
Fifth: The effective date of the merger shall be March 16, 1998.

Sixth: Approval of the plan of merger by the shareholders of the Corporation was not required.

Seventh: The plan of merger was adopted by the board of directors of the Corporation on March 13, 1998.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Merger to be executed on its behalf by its officer thereunto duly authorized, as of this 16th day of March, 1998.

AMERICOMM DIRECT MARKETING, INC.

By 
Name: R. B. Webster
Title: EVP/CEO