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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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BKC

MERGER OR SHARE EXCHANGE

INTERNATIONAL PUBLISHING COMPANY, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

RECEIVED
07 MAY -8 AM 8:00
DIVISION OF CORPORATIONS

FILED
07 MAY -3 AM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Merger
5/9/07

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ARTICLES OF MERGER
of
NEW JERSEY NEWSDEALERS HOLDING CORPORATION
and
INTERNATIONAL PUBLISHING COMPANY, INC.

FILED
07 MAY -3 AM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Secretary of State
State of Florida

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE ONE

The name and jurisdiction of the surviving corporation is New Jersey Newsdealers Holding Corporation, a New Jersey corporation.

ARTICLE TWO

The name and jurisdiction of the merging corporation is International Publishing Company, Inc., a Florida corporation.

ARTICLE THREE

The Agreement and Plan of Merger is attached as Exhibit A.

ARTICLE FOUR

The merger shall become effective at 11:59 pm EDT on May 15, 2007.

ARTICLE FIVE

The Plan of Merger was adopted by the shareholders of the surviving corporation as of April 30, 2007.

ARTICLE SIX

The Plan of Merger was adopted by the shareholders of the merging corporation as of April 30, 2007.

Executed as of April 30, 2007.

New Jersey Newsdealers Holding Corporation

By: 

Arthur Gelfand, President

International Publishing Company, Inc.

By: 

Arthur Gelfand, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") by and between INTERNATIONAL PUBLISHING COMPANY, INC., a Florida corporation ("IPC" or "Terminating Corporation"), and NEW JERSEY NEWSDEALERS HOLDING CORPORATION, a New Jersey corporation ("Newsdealers" or "Surviving Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Surviving Corporation deems it advisable to merge the Terminating Corporation with and into the Surviving Corporation upon the terms and conditions contained in this Merger Agreement, to achieve greater efficiency and economy of management of the businesses and for the general welfare and advantage of the Surviving Corporation.

WHEREAS, the Board of Directors of the Surviving Corporation has authorized the execution and delivery of this Merger Agreement and the consummation of the transactions contemplated hereby.

WHEREAS, the Board of Directors of the Terminating Corporation has authorized the execution and delivery of this Merger Agreement and the consummation of the transactions contemplated hereby.

NOW THEREFORE, in consideration of the promises and mutual agreements, provisions, covenants and grants herein contained, the parties agree as follows:

ARTICLE ONE

IPC and Newsdealers shall, pursuant to the provisions of the Florida Statutes, the provisions of the New Jersey Business Corporation Act and the terms and conditions of this Merger Agreement, be merged with and into a single corporation, to wit, Newsdealers (the "Merger"). Upon the Effective Time of the Merger (hereinafter defined in Article Two hereof), the separate existence of IPC, shall cease in accordance with the provisions of the Florida Statutes and, except as otherwise set forth in this Merger Agreement or as provided by the New Jersey Business Corporation Act, the corporate name, franchise, rights and organization of Newsdealers shall remain intact and be that of the Surviving Corporation.

ARTICLE TWO

The Merger shall be effective at 11:59 pm EDT on May 15, 2007 (the "Effective Time").

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ARTICLE THREE

The Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect in the State of New Jersey at the Effective Time of the Merger shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the New Jersey Business Corporation Act. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

ARTICLE FOUR

The directors and officers in office of the Surviving Corporation at the Effective Time of the Merger shall continue to be the officers and directors of the Surviving Corporation after the consummation of the Merger, and they shall hold office until the next annual meeting of the shareholders of the Surviving Corporation after the Effective Time, until their successors are elected and duly qualified, subject to the provisions of law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

ARTICLE FIVE

At the Effective Time of the Merger, all the property, rights, immunities, privileges, powers and franchises, public or private, of the Terminating Corporation, and all debts due to the Terminating Corporation from whatever account, including subscriptions to shares and all other things in action, and all and every other interest belonging to or due to the Terminating Corporation, shall be vested in the Surviving Corporation without further act or deed and shall be thereafter the property of the Surviving Corporation as effectively as they were of the Terminating Corporation. The title to any real estate, whether vested by deed or otherwise in the Terminating Corporation, if any, shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thereafter be responsible for all the debts, liabilities, obligations and duties of the Terminating Corporation which shall thereafter attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties has been incurred or contracted by it. The liabilities of the Terminating Corporation or of its stockholders, directors or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with the Terminating Corporation, or any liens upon the property of the Terminating Corporation, be impaired by the Merger, and all rights of creditors and all liens upon any property of the Terminating Corporation shall be preserved unimpaired. Any action or proceeding pending by or against the Terminating Corporation may be prosecuted to judgment the same as if the Merger had not taken place, which judgment shall be binding upon the Surviving Corporation, or the Surviving Corporation.

ARTICLE SIX

Each share of stock of the Terminating Corporation which shall be outstanding immediately prior to the Effective Time of the Merger shall, upon the Effective Time, automatically be cancelled.

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Each share of stock of the Surviving Corporation outstanding at the Effective Time of the Merger shall continue to be issued and outstanding and shall not be converted or exchanged in any manner.

ARTICLE SEVEN

The merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Florida, and the State of New Jersey.

ARTICLE EIGHT

In the event that this Merger Agreement shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Statutes and upon behalf of the Surviving Corporation in accordance with the provisions of the New Jersey Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of Florida and the State of New Jersey and elsewhere to effectuate the Merger.

ARTICLE NINE

The officers of the Terminating Corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the merger herein provided for.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its President as of the 30th day of April, 2007.

SURVIVING CORPORATION:

New Jersey Newsdealers Holding Corporation

By: _____
Arthur Gelfand, President

TERMINATING CORPORATION:

International Publishing Company, Inc.

By: _____
Arthur Gelfand, President