

615502

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Tallahassee, FL 32301  
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

DATE: 8/7

800003347918--1  
-08/07/00--01114--027  
\*\*\*\*105.00 \*\*\*\*105.00

Corporation(s) Name 800003347918--1  
-08/07/00--01114--028  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

American Medical Specialists, PC

☐ Profit ☐ Amendment ☒ Merger  
☐ Nonprofit

☐ Foreign ☐ Dissolution ☐ Mark  
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other  
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA  
☐ UCC ☐ 1 or ☐ 3

\*\*\*Special Instructions\*\*

☒ Certified Copy ☐ Photocopies ☐ CUS  
☐ Parts/amends/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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Please Return Filed Stamped  
Copies To:

Jeffrey Butterfield

Thank You!

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMERICAN MEDIA SPECIALS, INC., a Delaware corporation not qualified in  
Florida

WEEKLY WORLD NEWS, INC., a Florida corporation, 615502

INTO

**AMERICAN MEDIA CONSUMER ENTERTAINMENT, INC..** a Delaware  
corporation not qualified in Florida

File date: August 7, 2000

Corporate Specialist: Doug Spitler

## ARTICLES OF MERGER

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

**First:** The name and jurisdiction of the surviving corporation is:

American Media Consumer Entertainment, Inc. Delaware

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Media Specials, Inc.	Delaware
Weekly World News, Inc.	Florida

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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on July 22, 2000 and shareholder approval was not required.

**Sixth:** The plan of Merger was adopted by the board of directors of the merging corporations on July 22, 2000 and shareholder approval was not required.

### **Seventh: SIGNATURES FOR EACH CORPORATION**

American Media Specials, Inc. By: Scott Price Its: VP+GC

Weekly World News, Inc. By: Scott Price Its: VP+GC

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of July 22, 2000, by and among WEEKLY WORLD NEWS, INC., A Florida corporation and AMERICAN MEDIA SPECIALS, INC. (the "Companies"), and AMERICAN MEDIA CONSUMER ENTERTAINMENT, INC., a Delaware corporation ("AMC").

WHEREAS, the respective Boards of Directors of the Companies and AMC have declared this Agreement to be advisable and determined that the merger of the Companies with and into AMC (the "Merger"), in accordance with the General Corporation Law of the State of Delaware (the "GCL") or the Florida General Corporation Act (the "GCA"), as applicable, and upon the terms and subject to the conditions set forth in this Agreement, would be fair to and in the best interests of their respective stockholders, and such Boards of Directors have approved such Merger;

WHEREAS, all of the issued and outstanding Common Stock of each of the Companies (the "Shares"), is owned by American Media Operations, Inc. or an affiliate thereof.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth herein, each of the Companies and AMC agree as follows:

SECTION 1.1. The Merger. Upon the terms and subject to the satisfaction or waiver of the conditions hereof, and in accordance with the applicable provisions of this Agreement and the GCL or GCA, as applicable, at the Effective Time (as defined in Section 1.2) each of the Companies shall be merged with and into AMC. Following the Merger, the separate corporate existence of each of the Companies shall cease and AMC shall continue as the surviving corporation (the "Surviving Corporation").

SECTION 1.2. Effective Time. As soon as practicable after the date hereof, AMC shall execute in the manner required by the GCL or GCA, as applicable, and deliver to the Secretary of State of the State of Delaware or the State of Florida, as applicable, a duly executed certificate of merger, and the parties shall take such other further actions as may be required by law to make the Merger effective. The time the Merger becomes effective in accordance with applicable law is referred to as the "Effective Time."

SECTION 1.3. Effects of the Merger. The Merger shall have the effects set forth in applicable provision of the GCL or GCA, as applicable.

SECTION 1.4. Certificate of Incorporation and By-Laws of the Surviving Corporation.

(a) The certificate of incorporation of AMC, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The by-laws of AMC in effect at the Effective Time shall be the by-laws of the Surviving Corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

SECTION 1.5. Directors. Subject to applicable law, the directors of AMC immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

SECTION 1.7. Officers. The officers of AMC immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

SECTION 1.8. Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of AMC, the Companies or the holders of Shares, each Share issued and outstanding immediately prior to the Effective Time, which Shares, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and retired and shall cease to exist with no payment being made with respect thereto.

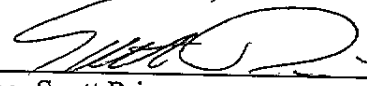
SECTION 1.9. Effectiveness. This Agreement shall become effective upon its execution by the parties listed on the signature page hereof.

SECTION 1.10. Governing Law. This Agreement and the rights and obligations of the Parties shall be governed by, and construed and interpreted in accordance with, the laws of Delaware.

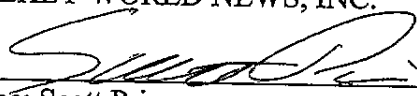
SECTION 1.11. Counterparts. This Agreement may be executed by one or more of the parties on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. This Agreement may be delivered by facsimile transmission of the relevant signature pages hereof.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered by their respective proper and duly authorized officers on the date first written above.

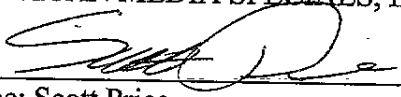
AMERICAN MEDIA CONSUMER  
ENTERTAINMENT, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel

WEEKLY WORLD NEWS, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel

AMERICAN MEDIA SPECIALS, INC.

By:   
Name: Scott Price  
The: Vice President & General Counsel