



THE UNITED STATES  
CORPORATION  
COMPANY

File First  
025920

ACCOUNT NO. : 072100000032

REFERENCE : 409717 4332209

AUTHORIZATION :

COST LIMIT : \$ 78 <sup>75</sup>

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 13 PM 12:34

FILED

ORDER DATE : October 12, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 409717-005

100003013351--5

CUSTOMER NO: 4332209

CUSTOMER: Ms. Joanne Drogemuller.  
The Thomson Corporation  
One Station Place  
Metro Center  
Stamford, CT 06902

Merger

ARTICLES OF MERGER

SOUTHERN DISTRIBUTION  
SERVICE, INC.

INTO

LIVE OAK PUBLICATIONS INC.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 OCT 13 AM 10:40

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper  
EXAMINER'S INITIALS:

ADR

10/13/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN DISTRIBUTION SERVICE, INC., a Florida corporation 623571

INTO

**LIVE OAK PUBLICATIONS, INC.**, a Florida entity, 625920

File date: October 13, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
OF  
SOUTHERN DISTRIBUTION SERVICE, INC.  
AND  
LIVE OAK PUBLICATIONS INC.

FILED  
99 OCT 13 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. The following is a Plan of Merger for merging Southern Distribution Service, Inc. into Live Oak Publications Inc. , as approved by the Board of Directors of the parent corporation on October 11, 1999:

"A. Live Oak Publications inc. , which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Southern Distribution Services Inc. , which is also a business corporation of the State of Florida, hereby merges Southern Distribution Service, Inc. into Live Oak Publications Inc. pursuant to the provisions of the Florida Business Corporation Act.

"B. The separate existence of Southern Distribution Service, Inc. shall cease at the effective time and date of the merger, and Live Oak Publications Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

"C. The issued shares of Southern Distribution Service, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.


"D. The Board of Directors and the proper officers of Live Oak Publications Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on October 11, 1999.

3. Shareholder approval was not required for the merger.

Executed on October 11, 1999.

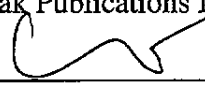
Southern Distribution Services Inc.

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

Name: Michael S. Harris

Capacity: Vice President

Live Oak Publications Inc.

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

Name: Michael S. Harris

Capacity: Vice President