

816157



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 945762 4309451

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

300002628953--5

ORDER TIME : 12:29 PM

ORDER NO. : 945762-020

CUSTOMER NO: 4309451

*merger*

CUSTOMER: Mr. Owen Littman  
Morgan, Lewis & Bockius Llp  
101 Park Ave.-45th Fl.

New York, NY 10178

ARTICLES OF MERGER

SEBRING NEWS-SUN, INC.

INTO

THE NEW YORK TIMES SALES, INC.

FILED  
98 AUG -31 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 AUG 31 PM 1:20  
DIVISION OF CORPORATION

*402250, 00721, 00672*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SEBRING NEWS SUN, INC., a Florida corporation 347962

into

**THE NEW YORK TIMES SALES INC**, a Delaware corporation 816157

File date: August 31, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**

**OF**

**SEBRING NEWS SUN, INC.**  
**(a Florida corporation)**

**INTO**

**THE NEW YORK TIMES SALES, INC.**  
**(a Delaware corporation)**

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FILED  
AUG 31 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Sebring News Sun, Inc., a Florida corporation ("Sebring"), desires to merge with and into The New York Times Sales, Inc., a Delaware corporation ("NYT Sales"), pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), and hereby certifies as follows:

**FIRST:** The names and states of incorporation of the constituent corporations which plan to merge hereby are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Sebring News Sun, Inc.	Florida
The New York Times Sales, Inc.	Delaware

**SECOND:** The Agreement and Plan of Merger between Sebring and NYT Sales attached hereto as Exhibit A and made a part hereof (the "Merger Agreement") was approved and adopted by written consent of the sole shareholder of Sebring pursuant to Section 607.0704 of the FBCA on August 28, 1998, and by written consent of the sole stockholder of NYT Sales pursuant to Section 228 of the Delaware General Corporation Law on August 28, 1998.

**THIRD:** The laws of the State of Delaware permit such merger and NYT Sales is complying with those laws in effecting the merger.


FOURTH: The name of the surviving corporation is The New York Times Sales, Inc. (the "Surviving Corporation"). The Surviving Corporation complies with Section 607.1105 of the FBCA; and Sebring complies with the applicable provisions of Sections 607.1101-607.1104 of the FBCA.

FIFTH: The Merger Agreement provides that the merger herein certified shall be effective at 9:00 a.m. on August 31, 1998.


[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have caused this Articles of Merger to be executed by its officers thereunto duly authorized as of the 28<sup>th</sup> day of August, 1998.

**THE NEW YORK TIMES SALES, INC.**

By:   
Name: LAURA J. CORWIN  
Title: SECRETARY

**SEBRING NEWS SUN, INC.**

By:   
Name: RHONDA L. BRAUER  
Title: ASSISTANT SECRETARY

AGREEMENT  
AND  
PLAN OF MERGER  
OF  
SEBRING NEWS SUN, INC.  
AND  
THE NEW YORK TIMES SALES, INC.

AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into as of August 28, 1998, between Sebring News-Sun, Inc., a Florida corporation ("Sebring"), and The New York Times Sales, Inc., a Delaware corporation ("NYT Sales"), and approved by resolutions adopted by the Board of Directors and the shareholder of each such corporation.

WHEREAS, the respective Boards of Directors and the sole shareholder of Sebring and NYT Sales have approved the merger of Sebring into NYT Sales pursuant and subject to the terms and conditions of this Agreement and pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL");

NOW, THEREFORE, the parties hereto agree as follows:

1. On the Effective Date (as defined in Section 8 hereof), pursuant to the provisions of the FBCA and the DGCL, Sebring shall merge with and into NYT Sales, which shall be the continuing and resulting corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be The New York Times Sales, Inc. The corporate existence of NYT Sales under the DGCL, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the Surviving Corporation, it shall, from and after the Effective Date, possess all the rights, privileges, immunities, powers and purposes of Sebring and all the property (real and personal), causes of action and every other asset of Sebring shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of Sebring, all without further act or deed. The separate corporate existence of Sebring shall cease upon the Effective Date.

2. The Certificate of Incorporation of NYT Sales, as in effect immediately preceding the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation.

3. The By-laws of NYT Sales, as in effect immediately preceding the Effective Date, shall be the By-laws of the 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 DGCL.

4. The directors and officers of NYT Sales in office immediately preceding the Effective Date shall be the directors and officers of the Surviving Corporation, and their respective terms of office shall not be changed by the merger.

5. Upon the Effective Date, all the capital shares of Sebring which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date shall continue to represent one issued share of the Surviving Corporation.

6. NYT Sales and Sebring will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida (including without limitation the Certificate of Merger and the Articles of Merger), and will cause to be performed within the State of Delaware and the State of Florida and elsewhere all acts necessary to effectuate the merger.

7. The Boards of Directors and the proper officers of the parties hereto are hereby authorized, empowered and directed to do any and all acts, and to make, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out and effectuate any of the provisions of this Agreement or of the merger herein provided for.

8. The effective date of this Agreement, and the date upon which the merger herein provided for shall become effective, shall be August 31, 1998 at 9:00 a.m. (the "Effective Date").

9. Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated and abandoned by the Board of Directors of either of the parties hereto at any time prior to the filing of any requisite merger documents with the Secretary of State of either the State of Delaware or the State of Florida.

10. This Agreement may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and all signatures need not appear on any one counterpart.

[Signature page follows]

IN WITNESS WHEREOF, this Agreement is hereby executed by each of the parties hereto as of the date first written above.

**THE NEW YORK TIMES SALES, INC.**

By *Laura J. Corwin*  
Name: LAURA J. CORWIN  
Title: SECRETARY

**SEBRING NEWS-SUN, INC.**

By *Rhonda L. Brauer*  
Name: RHONDA L. BRAUER  
Title: ASSISTANT SECRETARY