

F50567

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFO AMERICA PHONE BOOKS/FLORIDA, INC., a Florida corporation,
document number F50567

INTO

TALKING DIRECTORIES, INC., a Michigan corporation not qualified in Florida.

File date:

Corporate Specialist: Karen Gibson

Document Number Only

F 50567

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

EFFECTIVE DATE

12-31-97

CORPORATION(S) NAME

200002375042--3

12/17/97 01059-031

*****70.00 *****70.00

Info America Phone Books / Florida, Inc.
merging into: Talking Directories, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 17 PM 2:50

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☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merge

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

12/17

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CR2E031 (1-89)

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-97

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Talking Directories, Inc.	Michigan, U.S.A.
Info America Phone Books/Florida, Inc.	Florida, U.S.A.

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The plan of merger is as follows:

1. The name of each constituent corporation and its corporation identification number (CID) is:

Info America Phone Books/Florida, Inc.	F50567 (Florida corporation)
Talking Directories, Inc.	512-454 (Michigan corporation)

2. The name of the surviving corporation and its corporation identification number (CID) is:

Talking Directories, Inc.	512-454 (Michigan corporation)
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3. For each constituent corporation, the number of issued and outstanding shares of common stock, all of which are of one class and are voting shares, is as follows:

Info America Phone Books/Florida, Inc.	80 Common shares
Talking Directories, Inc.	60,000 Common shares

The number of shares of neither constituent corporation is subject to change prior to the effective date of the merger.

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DEC 17 PM 2:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

4. The terms and conditions of the proposed merger, including the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation, or into cash or other consideration, are as follows:

The capital stock of Info America Phone Books/Florida, Inc. shall be completely cancelled and the current shareholders of Talking Directories, Inc. shall be the shareholders of the surviving corporation.

5. The Articles of Incorporation of the surviving corporation shall not be amended or restated by virtue of the merger. The Articles of Incorporation of Talking Directories, Inc. shall be the Articles of Incorporation of the surviving corporation.

FIFTH: The effective date of the certificate of merger shall be the 31st day of December, 1997.

SIXTH: The Plan of Merger was adopted by the Shareholders and the Board of Directors of Info America Phone Books/Florida, Inc. on the 15th day of December, 1997, and was adopted by the Shareholders and the Board of Directors of Talking Directories, Inc. on the 15th day of December, 1997.

Signed this 15th day of December, 1997.

TALKING DIRECTORIES, INC.

By 

John P. Morgan, President

INFO AMERICA PHONE BOOKS/FLORIDA,
INC.

By 

John P. Morgan, President