

F95000003240



ACCOUNT NO. : 072100000032

REFERENCE : 079662 \_ 4301771

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1998

ORDER TIME : 4:03 PM

ORDER NO. : 079662-065

400002725754--8

CUSTOMER NO: 4301771

CUSTOMER: Mr. Doron Goldstein  
Paul Weiss Rifkind Wharton &  
1285 Avenue Of The Americas  
28th Floor  
New York, NY 10019-6064

ARTICLES OF MERGER

THOMSON INFORMATION INC..

INTO

INFORMATION ACCESS COMPANY

FILED  
98 DEC 29 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

*Merger AC*  
*CC*  
12-32-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THOMSON INFORMATION INC., a Florida corporation, L90625

into

**INFORMATION ACCESS COMPANY which changed its name to THE GALE  
GROUP, INC.,** a Delaware corporation F95000003240

File date: December 29, 1998 , effective December 31, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER  
OF  
THOMSON INFORMATION INC.**

**AND  
INFORMATION ACCESS COMPANY**

**FILED**  
**98 DEC 29 PM 4:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger for merging Thomson Information Inc. with and into Information Access Company is annexed hereto as Exhibit A and made a part hereof.
2. The merger of Thomson Information Inc. with and into Information Access Company is permitted by the laws of the jurisdiction of organization of Thomson Information Inc. and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Thomson Information Inc. was December 7, 1998.
3. The shareholders of Information Access Company entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on December 7, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 1998.

[Remainder of page intentionally left blank]

**EFFECTIVE DATE**  
**12-31-98**

IN WITNESS WHEREOF, these articles have been executed as of  
December 23, 1998.

THOMSON INFORMATION INC.

By: Leslie Ilaw  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

INFORMATION ACCESS COMPANY

By: Leslie Ilaw  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

**EXHIBIT A**

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**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**THOMSON INFORMATION INC.**

**AND**

**INFORMATION ACCESS COMPANY**

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Dated as of December 23, 1998

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## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 23, 1998, by and between Thomson Information Inc., a Florida corporation ("TII"), and Information Access Company, a Delaware corporation ("IAC").

TII is a wholly owned subsidiary of THI Holdings Corp. The respective boards of directors of TII and IAC have approved this Agreement and the respective shareholders of TII and IAC entitled to vote have approved this Agreement, pursuant to which, among other things, TII will be merged with and into IAC (the "Merger"), so that IAC will be the surviving corporation in the Merger, on the terms and conditions contained herein and in accordance with the Business Corporation Act of the State of Florida (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL").

Accordingly, the parties agree as follows:

### **ARTICLE I**

#### **THE MERGER**

1.1 The Merger. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined in Section 1.2) and in accordance with the FBCA and DGCL TII shall be merged with and into IAC, which shall be the surviving corporation in the Merger (the "Surviving Corporation"). At the Effective Time, the separate existence of TII shall cease and the other effects of the Merger shall be as set forth in Section 607.1106 of the FBCA and Section 259 of DGCL.

1.2 Closing; Effective Time. The closing of the Merger (the "Closing") shall take place on December 31, 1998. At the Closing, TII and IAC shall cause (i) articles of merger, substantially in the form of Exhibit 1 hereto, to be executed and filed with the Secretary of State of the State of Florida in accordance with the FBCA and (ii) a certificate of merger, substantially in the form of Exhibit 2 hereto, to be executed and filed with the Secretary of State of the State of Delaware in accordance with the DGCL. The Merger shall become effective at 11:59 p.m. on the date of the Closing (the "Effective Time"), which time and date shall be specified in the certificate of merger filed with the Secretary of State of the State of Delaware and in the articles of merger filed with the Secretary of State of the State of Florida. This Agreement may be terminated prior to the Effective Time by either TII or IAC, by written notice from the terminating party to the other party.

1.3 Certificate of Incorporation. The certificate of incorporation of IAC, as in effect immediately prior to the Effective Time and as amended by Article III hereof, shall be the certificate of incorporation of the Surviving Corporation from and after the Effective Time until thereafter altered, amended or repealed as provided therein and in accordance with applicable law.

1.4 By-laws. The by-laws of IAC, as in effect immediately prior to the Effective Time, shall continue to be the by-laws of the Surviving Corporation from and after the Effective Time until thereafter altered, amended or repealed as provided therein and in accordance with applicable law.

1.5 Directors and Officers. The directors and officers of IAC immediately prior to the Effective Time shall become, from and after the Effective

Time, the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified or their earlier resignation or removal.

## ARTICLE II

### CONVERSION OF SECURITIES

2.1 TII Common Stock. Each share of common stock, par value \$.01 per share, of TII issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, automatically be canceled and retired and cease to exist and one (1) share of IAC common stock shall be issued to Thomson U.S. Inc. in exchange therefore.

2.2 IAC Common Stock. Each share of common stock, par value \$1.00 per share, of IAC issued and outstanding immediately prior to the Effective Time shall be unchanged and shall remain issued and outstanding as common stock of the Surviving Corporation.

## ARTICLE III

### AMENDMENT TO CERTIFICATE OF INCORPORATION

3.1 Change of Name. The Certificate of Incorporation of IAC shall be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

“FIRST. The name of the corporation is The Gale Group, Inc.”



## ARTICLE IV

### MISCELLANEOUS

4.1 Merger and Assumption of Liabilities. At the Effective Time, TII shall be deemed merged into IAC as provided by the FBCA, the DGCL and this Agreement. All rights, privileges and powers of TII, and all property, real, personal and mixed, and all debts due to TII, as well as all other things and causes of action belonging to TII, shall be vested in IAC, and shall thereafter be the property of IAC as they were of TII. All rights of creditors and all liens upon any property of TII shall be preserved and all debts, liabilities and duties of TII shall attach to IAC and may be enforced against IAC to the same extent as if such debts, liabilities and duties had been incurred and contracted by it. TII shall not be required to wind up its affairs or pay its liabilities and distribute its assets under the FBCA and the DGCL.

4.2 Entire Agreement. This Agreement constitutes the entire agreement of the parties hereto with respect to the subject matter hereof, and supersedes all other prior agreements or understandings with respect thereto, both written and oral.

4.3 Amendments and Waiver. Any provision of this Agreement may be amended or waived if, and only if, such amendment or waiver is in writing and signed, in the case of an amendment by each party hereto, or in the case of a waiver by the party against whom the waiver is to be effective.

4.4 Successors and Assigns. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement is for the sole benefit of the parties hereto

and, except as otherwise contemplated herein, nothing herein, expressed or implied, shall give or be construed to give any other person any legal or equitable rights under this Agreement.

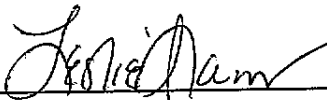
4.5 Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware applicable to agreements made and to be wholly performed within such State.

4.6 Counterparts. 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.


[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have executed this Agreement as  
of the date first above written.

THOMSON INFORMATION INC.

By:   
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

INFORMATION ACCESS COMPANY

By:   
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

**ARTICLES OF MERGER**  
**OF**  
**THOMSON INFORMATION INC.**  
**AND**  
**INFORMATION ACCESS COMPANY**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger for merging Thomson Information Inc. with and into Information Access Company is annexed hereto as Exhibit A and made a part hereof.
2. The merger of Thomson Information Inc. with and into Information Access Company is permitted by the laws of the jurisdiction of organization of Thomson Information Inc. and is in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the shareholders of Thomson Information Inc. was December 7, 1998.
3. The shareholders of Information Access Company entitled to vote thereon approved and adopted the aforesaid Agreement and Plan of Merger by written consent given on December 7, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 1998.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, these articles have been executed as of  
December \_\_, 1998.

THOMSON INFORMATION INC.

By: \_\_\_\_\_  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

INFORMATION ACCESS COMPANY

By: \_\_\_\_\_  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

**CERTIFICATE OF MERGER**  
**OF**  
**THOMSON INFORMATION INC.**  
**AND**  
**INFORMATION ACCESS COMPANY**

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Pursuant to Section 252(c) of the General Corporation  
Law of the State of Delaware

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The undersigned DO HEREBY CERTIFY:

1. The constituent business corporations participating in the merger herein certified are:

(i) Thomson Information Inc., which is incorporated under the laws of the State of Florida; and

(ii) Information Access Company, which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Thomson Information Inc. in accordance with the laws of the State of its incorporation and by Information Access Company in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Information Access Company which will continue its existence as said surviving corporation under the name The Gale Group, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Information Access Company is to be amended and changed by reason of the merger herein certified by striking out the first Article thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following Article:

“FIRST. The name of the corporation is The Gale Group, Inc.”

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Thomson Information Inc. consists of 1,000 shares of a par value of \$.01 each.

8. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 11:59 p.m on December 31, 1998 pursuant to the provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Florida.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this certificate has been executed as of  
December \_\_, 1998.

THOMSON INFORMATION INC.

By: \_\_\_\_\_  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary

INFORMATION ACCESS COMPANY

By: \_\_\_\_\_  
Name: Leslie Ilaw  
Title: Vice President and Assistant Secretary