

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-XXXX FAX

800-342-8086

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

**F95000003334**

95 JUL 21 PM 12 11  
DIVISION OF CONSUMER PROTECTION

ACCOUNT NO. : 072100000033

REFERENCE : 638016 867010

AUTHORIZATION :

*Patricia Pyzik*

COST LIMIT : \$ 157.50 122.50

ORDER DATE : July 11, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 638016

800001543168

CUSTOMER NO: 869010

CUSTOMER: Ms. Delia Taliento  
Prentice Hall Legal &  
375 Hudson Street

~~800001543168~~

New York, NY 10014

*Rush Will Wait*  
*File 5th*  
ARTICLES OF MERGER

WCN COMMUNITIES, INC.

INTO  
WLDD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X ☐ CERTIFIED COPY  
☐ PLAIN STAMPED COPY

CONTACT PERSON: *Gail L. Shelby*  
EXAMINER'S INITIALS: *Lynne*

FILED  
95 JUL 21 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**F95000003334**

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

WCN COMMUNITIES, INC., a Florida corporation 399853

INTO

WLDD, INC., a Delaware corporation, F95000003334

File date: July 21, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

Florida Filing Transaction B.6

ARTICLES OF MERGER  
of  
WCN Communities, Inc., a Florida corporation  
into  
WLDD, Inc., a Delaware corporation

FILED  
95 JUL 21 PM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging WCN Communities, Inc., a Florida corporation ("Subsidiary"), into WLDD, Inc. ("Parent Corporation") as the surviving corporation.

1. A Plan of Merger was approved by the Board of Directors of the Parent Corporation, as the surviving corporation in the manner prescribed by the Florida Business Corporation Act, which Plan of Merger is attached hereto as Exhibit A and made a part hereof.

2. No shareholder approval is required since the Parent Corporation (the surviving corporation) is the owner of all the outstanding common stock of the Subsidiary.

3. The Plan of Merger was adopted by unanimous consent as of July 12th, 1995, by the Board of Directors of Parent Corporation.

4. The merger of Subsidiary with and into Parent Corporation is permitted by the laws of the jurisdiction of organization of Parent Corporation and has been authorized in compliance with such laws.

5. The effective date of the merger is July 21st, 1995, at 11:34am

DATED: July 12th 1995

WCN Communities, Inc.

By: David A. Brakonicki  
David A. Brakonicki  
Vice President

Attest: Vicki L. Hixenbaugh  
Vicki L. Hixenbaugh  
Assistant Secretary

WLDD, Inc.

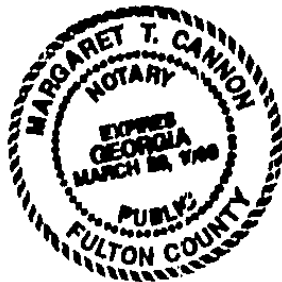
By: David A. Brakonicki  
David A. Brakonicki  
Vice President

Attest: Vicki L. Hixenbaugh  
Vicki L. Hixenbaugh  
Assistant Secretary

STATE OF GEORGIA )  
COUNTY OF FULTON ) ss.

BEFORE ME, a Notary Public in and for said County, personally appeared, David A. Brakonicki and Vicki L. Hixonbaugh, the Vice President and Assistant Secretary, respectively, of WCN Communities, Inc., a Florida corporation, who acknowledged that they did sign the foregoing instrument on behalf of said corporation and that the same is their free act and deed of them on behalf of said corporation. They are personally known to me.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia, this 12th day of July, 1995.



Margaret T. Cannon  
Notary Public

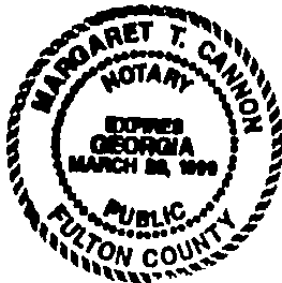
Print name: Margaret T. Cannon

My commission expires: 3/28/98

STATE OF GEORGIA )  
 ) ss.  
COUNTY OF FULTON )

BEFORE ME, a Notary Public in and for said County, personally appeared, David A. Brakoniocki and Vicki L. Hixenbaugh, the Vice President and Assistant Secretary, respectively, of WLDD, Inc., a Delaware corporation, who acknowledged that they did sign the foregoing instrument on behalf of said corporation and that the same is their free act and deed of them on behalf of said corporation. They are personally known to me.

IN TESTIMONY WHEREOF, I have herunto set my hand and official seal at Atlanta, Georgia, this 14th day of July, 1995.



Margaret T. Cannon  
Notary Public

Print name: Margaret T. Cannon

My commission expires: 3/20/97

EXHIBIT A

PLAN OF MERGER as of the date hereof,  
between WLDD, Inc., a Delaware  
corporation ("Parent"), and WCN  
Communities, Inc., a Florida  
corporation ("Subsidiary").

WHEREAS, it is in the best interest of Subsidiary, a wholly-owned subsidiary of Parent, to be merged with and into Parent;

WHEREAS, in connection with the Agreement and Plan of Merger, the prior mergers necessary to the consummation of this merger have been duly authorized and consummated;

1. As of the date hereof, Parent owned all of the outstanding stock (10,000 shares of common stock, par value of \$1.00 per share) of Subsidiary; therefore, no vote of the shareholders is required and there are no dissenting shareholders entitled to dissenter's rights.

2. As of the close of business on July 21st 1995, the Subsidiary shall be merged into the Parent, ("the Merger") in accordance with Florida Statutes § 607.1104. As the sole shareholder, Parent waives the requirement that it receive a summary of the plan of merger at least 30 days before the effective date.

3. Parent shall be the surviving corporation of the Merger, and no change shall be effected by the Merger in the Articles of Incorporation, By-Laws, Board of Directors or officers of Parent.

4. As a result of the Merger, all the assets of the Subsidiary shall be transferred and distributed to Parent, and Parent shall assume all of the liabilities of the Subsidiary. Each share of the outstanding capital stock of Parent then outstanding shall continue to be outstanding; all shares of capital stock of the Subsidiary shall be cancelled, and no shares or other securities or obligations or cash of Parent shall be issued therefor.

DATED: July 12th, 1995 .



WCN Communications, Inc.

By:

David A. Brakonicki  
David A. Brakonicki  
Vice President

WLDD, Inc.

By:

David A. Brakonicki  
David A. Brakonicki  
Vice President

Attest:

Vicki L. Hixenbaugh  
Vicki L. Hixenbaugh  
Assistant Secretary

Attest:

Vicki L. Hixenbaugh  
Vicki L. Hixenbaugh  
Assistant Secretary

STATE OF GEORGIA )  
 ) ss.  
COUNTY OF FULTON )

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IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia, this 11th day of July, 1995.



Margaret T. Cannon  
Notary Public

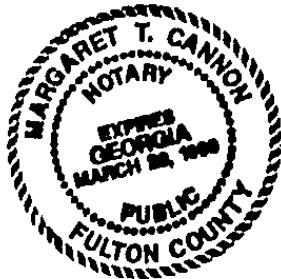
Print name: Margaret T. Cannon

My commission expires: 3/28/98

STATE OF GEORGIA )  
 ) ss.  
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IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia, this 14th day of July, 1995.



Margaret T. Cannon  
Notary Public

Print name: Margaret T. Cannon

My commission expires: 3/28/98



ACCOUNT NO. : 072100000032

REFERENCE : 638464 86901D  
*Patricia Pyzdek*

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 12, 1995

ORDER TIME : 1:30 PM

ORDER NO. : 638464

CUSTOMER NO: 86901D

800001535858

CUSTOMER: Mr Melvin Maldonado  
Prentice Hall Legal &  
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: WLDD, INC.

XX        PROFIT  
       NON-PROFIT

       CORPORATE  
       LIMITED PARTNERSHIP

XX        QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

*mtm*

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

(Date of Incorporation)

(Duration: Year com. will cease to exist or "perpetual")

DATA FIRST TRANSECTED BUSINESS IN FLORIDA. (See sections 007.1601, 007.1602, and 817.166, F.S.)

Pittsburgh, PA 15221

(Current mailing address)

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

The Prentice-Hall Corporation

**Office Address:** 1201 Hays Street, Suite 105

Florida 32301

**(Zip Code)**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

The Prentice-Hall Corporation System, Inc.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LISTING

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: SEE ATTACHED LISTING

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. D. M. Bachy  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. D. M. Bachy, Secretary  
(Typed or printed name and capacity of person signing application)

Directors and Officers  
WLDD, Inc.

C. E. Morf                                  Director  
Primary : WESTINGHOUSE ELECTRIC CORPORATION  
Address : 11 STANWIX STREET  
PITTSBURGH, PA 15222

W. F. Stoll                                  Director  
Primary : Westinghouse Electric Corp.  
Address : 11 Stanwix Street  
Pittsburgh  
PA 15222

D. M. Bachy Secretary  
Primary : WESTINGHOUSE ELECTRIC CORPORATION  
Address : 11 STANWIX STREET  
PITTSBURGH, PA 15222

C. E. Morf  
Primary : WESTINGHOUSE ELECTRIC CORPORATION  
Address : 11 STANWIX STREET  
PITTSBURGH, PA 15222

Treasurer

Fredric G. Reynolds President  
Primary : WESTINGHOUSE ELECTRIC CORPORATION  
Address : 11 STANWIX STREET  
PITTSBURGH, PA 15222

W. F. Stoll Vice President  
Primary : Westinghouse Electric Corp.  
Address : 11 Stanwix Street  
Pittsburgh  
PA 15222

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WLDD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JULY, A.D. 1995.



*Edward J. Freel*

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Edward J. Freel, Secretary of State

2518956 8300

950152890

AUTHENTICATION: 7567498

DATE: 07-10-95