

**Florida Department of State**  
**Division of Corporations**  
**Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H07000307213 3)))



H070003072133ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
 Fax Number : (850) 617-6380

**From:**

Account Name : CORPORATION SERVICE COMPANY  
 Account Number : I20000000195  
 Phone : (850) 521-1000  
 Fax Number : (850) 558-1575

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

2007 DEC 28 PM 3:55

FILED

**MERGER OR SHARE EXCHANGE**

**CBS OUTDOOR INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 05      |
| Estimated Charge      | \$70.00 |

**EFFECTIVE DATE:**  
12/3/07

RECEIVED

2007 DEC 28 AM 8:00

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Amanda Roath Ext 2955

Electronic Filing Menu

Corporate Filing Menu

Help

DEC. 28. 2007 9:40AM C S C

**EFFECTIVE DATE**  
**12-31-07**

NO. 132 **FILED**  
2007 DEC 28 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--|
| CBS Outdoor Inc. | Delaware            | F98000001683                                     |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--|
| OS Florida, Inc. | Florida             | J41907   |
| _____            | _____               | _____  |
| _____            | _____               | _____  |
| _____            | _____               | _____  |
| _____            | _____               | _____  |

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 27, 2007 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 27, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

CBS Outdoor Inc.

Delaware

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

OS Florida, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All issued share standing in the name of CBS Outdoor Inc. will be cancelled as of the date of the merger,

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

All of the estate, property, rights, privileges, powers, and franchises of OS Florida, Inc. will be vested in and held and enjoyed by CBS Outdoor Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by OS Florida, Inc. in its name.

CBS Outdoor Inc. will assume all of the obligations of OS Florida, Inc.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

CBS Outdoor Inc.

David A. Poy  
Henn Japs

David H. Posy, Sr. VP & Ass't Sect'y

OS Florida, Inc.

**Lisa M. Tanzi, VP & Ass't Sect'y**