

JUL 5 2005 3:54 PM
Division of Corporations

GASSMAN & ASSOCIATES, P.A.

NO. 3289

P. 8
Page 1 of 1

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Account Number : 075350000514
Phone : (727) 442-1200
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LAYERS MAGAZINE, L.L.C.

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NO. 3239 P. 9

Audit Fax #: HO5000162 Pgs 3

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.432, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MAC DESIGN MAGAZINE, INC. 333 E. Douglas Road Oldsmar, FL 34677	Florida	Corporation

<u>Florida Document/Registration No.:</u>	<u>FEI Number:</u>
P93000095582	59-3355282

SECOND: the exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LAYERS MAGAZINE, L.L.C. 333 E. Douglas Road Oldsmar, FL 34677	Florida	Limited Liability Company

<u>Florida Document/Registration No.:</u>	<u>FEI Number:</u>
L04000092060	06-1739773

ARTICLES OF MERGER

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Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: HO5000162 Pgs 2

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TALLAHASSEE, FLORIDA

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THIRD: The attached Plan and Agreement of Merger meets the requirements of section(s) 607.1308, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, Partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan and Agreement of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a General Partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 608.4384, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership for the regulations were articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall be effective as of July 1, 2005 for accounting purposes.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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MAC DESIGN MAGAZINE, INC.

By: 

ALAN S. GASSMAN

Its: Assistant Vice President

LAYERS MAGAZINE, L.L.C.

By: 

ALAN S. GASSMAN

Its: Authorized Representative

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202, is being submitted in accordance with Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202.

FIRST: The exact name and jurisdiction of the merging party ("Merging Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
MAC DESIGN MAGAZINE, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
LAYERS MAGAZINE, L.L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

1. The Merging Entity shall be merged into the Surviving Entity.
2. The outstanding shares of Merging Entity shall be canceled without consideration.
3. The outstanding membership interests of Surviving Entity shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and effective date of the merger shall be July 1, 2005 for accounting purposes.

PLAN OF MERGER**PAGE 1**

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
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TALLAHASSEE, FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merge party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

N/A

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the General Partner(s) are as follows (note: if the General Partner is not an individual, insert Florida Document/Registration Number):

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

Scott G. Kelby
333 E. Douglas Road
Oldsmar, FL 34677

Kalebra Kelby
333 E. Douglas Road
Oldsmar, FL 34677

PLAN OF MERGER

PAGE 2

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200

Florida Bar #: 371750

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James Workman
333 E. Douglas Road
Oldsmar, FL 34677

Jean A. Kendra Workman
333 E. Douglas Road
Oldsmar, FL 34677

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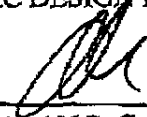
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TALLAHASSEE, FLORIDA

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

N/A

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger, effective the 1st day of July, 2005.

MAC DESIGN MAGAZINE, INC.

By: 
ALAN S. GASSMAN
Its: Assistant Vice President

LAYERS MAGAZINE, L.L.C.

By: 
ALAN S. GASSMAN
Its: Authorized Representative

JAK:Kelby\Cross Merger, Mac Design Magazine, Inc. into Layers Magazine LLC\Plan of Merger.Lwpd
sent 7/5/05

PLAN OF MERGER

PAGE 3

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
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