

# JACKSON L. MORRIS

Attorney at Law

Admitted in Florida, Georgia and The District of Columbia

February \_\_, 2000

By Express U.S. Mail or Overnight Courier

Division of Corporations  
Department of State - Florida  
409 East Gaines Street  
Tallahassee, FL 32399

**PD00000012076**

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-02/02/00--01058--001  
\*\*\*\*\*75.00 \*\*\*\*\*70.00

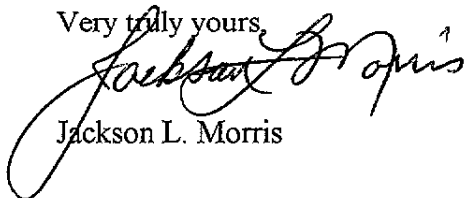
Re: Chronicle Communications, Inc.  
a new Florida for profit corporation  
Articles of Merger - Parent into wholly owned subsidiary

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Merger for the above-referenced new, for profit corporation and a cashier's or official check for the filing fee and registered agent's fee in the aggregate amount of \$75. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me.

Very truly yours,

  
Jackson L. Morris

FILED  
00 FEB -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

**merger**

T. LEWIS FEB 9 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CHRONICLE COMMUNICATIONS, INC., a Georgia corporation not qualified in Florida.

INTO

**CHRONICLE COMMUNICATIONS, INC.,** a Florida entity, P00000012076.

File date: February 2, 2000

Corporate Specialist: Thelma Lewis

FILED  
00 FEB -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

### Merger of Parent into a Wholly Owned Subsidiary

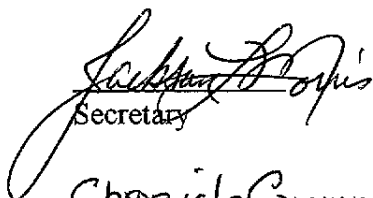
Pursuant to the provisions of §607.1104, Fla. Stat., the Florida Business Corporation Act, and O.C.G. §14-2-1104, the Georgia Business Corporation Code, Chronicle Communications, Inc., a Georgia corporation, (the "Parent Company") which is the owner of all the issued and outstanding common stock of Chronicle Communications, Inc., a Florida corporation, ( the "Subsidiary Company"), being the only equity securities of the Subsidiary Company issued, outstanding and entitled to vote on the merger provided herein, has, by action of its Board of Directors taken and approved on February 1, 2000, adopted the following Plan of Merger:

1. The name of the parent corporation is Chronicle Communications, Inc., a Georgia corporation, and the name of the subsidiary corporation is Chronicle Communications, Inc., a Florida corporation.
2. The Parent Company shall be merged into the Subsidiary Company and the Subsidiary Company, a Florida corporation, shall be the surviving corporation. The sole purpose of the merger hereby effected is to change the state of incorporation of the Parent Company to Florida from Georgia.
3. The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the Subsidiary Company.
4. The Articles of Incorporation of the Subsidiary Company are identical in substance to the Restated and Amended Articles of Incorporation of the Parent Company, excepting only such information identifying the initial registered agent and registered office of the Subsidiary Company as is required to be included therein under Florida Business Corporation Act.
5. The each share of the Parent Company's issued and outstanding common stock and Series A Zero Coupon Preferred Stock shall become and be automatically converted into the corresponding share of the Subsidiary Company, as the surviving corporation, without the requirement that any certificate representing such shares be tendered for reissue.
6. The Parent Company, being the owner of all the issued and outstanding equity securities of the Subsidiary Company and there being no other stockholder of the Subsidiary Company, is the only person entitled to vote on and it has voted for approval of the merger.
5. The holders of record of the Parent Company's common stock and Series A Zero Coupon Preferred Stock are the only persons entitled to receive notice of the merger by mailing.
6. The Bylaws of the Parent Company shall be the Bylaws of the surviving corporation.

IN WITNESS WHEREOF, the undersigned, John V. Whitman, Jr., Chairman of the Board both of the Parent Company and of Subsidiary Company has executed the within Articles of Amendment this 1st day of February, 2000, on behalf of all said corporations, and caused said Articles to be filed in the office of the Secretaries of State for the States of Florida and of Georgia, effective upon the filing thereof.

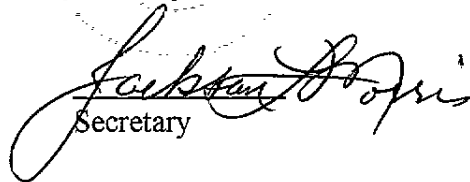
(CORPORATE SEAL)

ATTEST:

  
Secretary

Chronicle Communications, Inc.  
(CORPORATE SEAL)  
Florida 2000

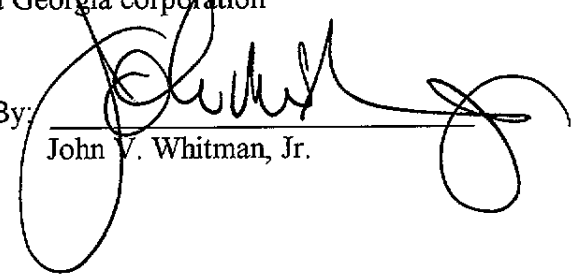
ATTEST:

  
Secretary



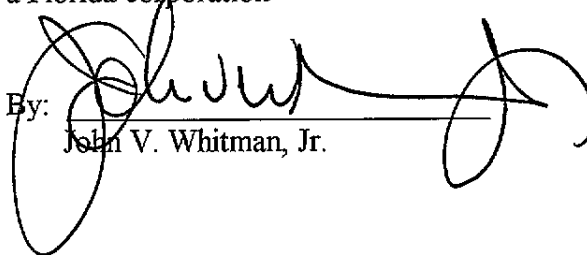
Chronicle Communications, Inc.  
a Georgia corporation

By:

  
John V. Whitman, Jr.

Chronicle Communications, Inc.  
a Florida corporation

By:

  
John V. Whitman, Jr.