

P00000055752

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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6765

The Affinity Group, Inc

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*****78.75 *****78.75

FILED
00 DEC -5 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ ☒ Merger File *Cert.*
____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
____ ☒ Cert. Copy
____ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

Q. COULLETTE DEC 06 2000

Signature _____

Requested by:

LM *12/5* *10:03*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

TSIG NEWCO INC., a Florida corporation, P00000110089

INTO

THE AFFINITY GROUP, INC., a Florida entity, P00000055752

File date: December 5, 2000

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: THE AFFINITY GROUP, INC.
Ref. Number: P00000055752

We have received your document for THE AFFINITY GROUP, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

The date of adoption/authorization of this document must be a date on or ~~prior~~ to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 400A00061532

RECEIVED
00 DEC -6 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

Please have 5th as
effective date.
Thanks,
Lance

FILED
00 DEC -5 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
THE AFFINITY GROUP, INC.

A Florida corporation

FEIN: 59-3661425 - Florida Document Registration Number: P00000055752

Street Address of Principal Office: 100 2nd Avenue South
Suite 1000
St. Petersburg, Florida 33701

Which entity is the SURVIVING ENTITY

AND

TSIG NEWCO INC.

A Florida corporation

FEIN: Applied for - Florida Document Registration Number: P00000110089

Street Address of Principal Office: 100 2nd Avenue South
Suite 1000
St. Petersburg, Florida 33701

Which entity is the Merging entity

To the Secretary of State
of the State of Florida

Pursuant to Section 607.1105, the following Articles of Merger are executed for the purpose of merging TSIG Newco Inc., a Florida corporation (the "Merged Corporation"), into The Affinity Group, Inc., a Florida corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").
2. The Plan was approved by the Sole Director and Sole Stockholder of the Merged Corporation on November 29, 2000 in accordance with Chapter 607, Florida Statutes.
3. The Plan was approved by the Sole Director and all of the Stockholders of the Surviving Corporation on November 29, 2000 in accordance with Chapter 607, Florida Statutes.

4. The effective date of the merger in the State of Florida herein provided shall be December 5, 2000.

5. The Plan meets the requirements of Sections 607.1108, Florida Statutes.

6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or bylaws of any corporation that is a party to this merger.

These Articles of Merger comply with the Agreement and Plan of Merger and were executed effective December 4, 2000 in accordance with the laws of Florida, which is the jurisdiction of each party hereto.

TSIG Newco Inc.

By: Paul O. Henry
Paul Henry, President

Attest:

Paul O. Henry
Paul Henry, Secretary

The Affinity Group, Inc.

By: Scott G. Roix
Scott G. Roix, President

Attest:

Robert Poitras
Robert Poitras, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 29th day of December, 2000, by and between THE AFFINITY GROUP, INC., a Florida corporation ("Surviving Corporation") and TSIG NEWCO INC., a Florida corporation ("Merged Corporation") (hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed in the office of the Secretary of State of Florida on June 6, 2000 and corporate existence began on June 2, 2000;

WHEREAS, the Articles of Incorporation of the Merged Corporation were filed in the office of the Secretary of State of Florida on November 29, 2000, and corporate existence began on November 28, 2000;

WHEREAS, the Sole Director and the Sole Shareholder of the Merged Corporation and the Sole Director and all of the Shareholders of the Surviving Corporation have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the Sole Shareholder of the Merged Corporation and by all of the Shareholders of the Surviving Corporation.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

ARTICLE I

Merger

On the Effective Date (defined below), Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself. Following the approval of this Plan by all of the Shareholders of the Merging Entities, the officers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of December 5, 2000 (the "Effective Date").

ARTICLE II

Articles of Organization and Name

The Articles of Incorporation of the Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be THE AFFINITY GROUP, INC.

ARTICLE III
Conversion of Shares and Membership Interests

(a) Each Share in the Merged Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one share of the \$1.00 par value common capital stock of the Surviving Corporation. As soon as practical after the Effective Date of the merger, the sole Stockholder of the Merged Corporation shall be entitled, upon surrender of the stock certificate or certificates representing such Stockholder's shares of stock in the Merged Corporation, to receive in exchange therefore a certificate or certificates representing the appropriate number of shares of the \$0.50 par value common stock of the Surviving Corporation, as follows:

Stockholder	Number of Shares in <u>Merged Corporation</u>	Number of Shares of Common Stock to be issued in <u>Surviving Corporation</u>
TeleServices Group Inc.	100 common shares	100 common shares

(b) The shares of common stock of the Surviving Corporation outstanding on the Effective Date of the merger prior to the merger shall not be disturbed or altered in any way by virtue of this merger alone, except that the percentage interest in the Surviving Corporation represented by such shares shall be proportionately reduced by the new shares of common stock of the Surviving Corporation issued in exchange for the entire interest in the Merged Corporation.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger alone and the mode of carrying it into effect are as follows:

(a) The President and Sole Director of Surviving Corporation on the Effective Date shall remain as the President and Sole Director of the Surviving Corporation after the merger. The name and business address of the President and Sole Director is as follows:

Scott G. Roix
100 2nd Avenue South
Suite 1000
St. Petersburg, Florida 33701

(c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.

(d) The Surviving Corporation shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interest.

(f) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

(h) Following the merger, Surviving Corporation shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and members of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated December 29, 2000, by the Sole Director and Sole Stockholder of the Merged Corporation pursuant to Chapter 607,

Florida Statutes, and the undersigned officers of the Merged Corporation have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated December 29, 2000, by the Sole Director and by the Sole Shareholder of the Surviving Corporation pursuant to Chapter 607, Florida Statutes, and the undersigned officers of the Surviving Corporation have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

TSIG Newco Inc.

By: Paul G. Henry
Paul Henry, President

Attest:

Paul G. Henry
Paul Henry, Secretary

The Affinity Group, Inc.

By: Scott G. Roix
Scott G. Roix, President

Attest:

Robert Poitras
Robert Poitras, Secretary