

FROM
Division of Corporations

(FRI) 9. 29' 00 10:45/ST. 10:44/NO. 4863333159_P_1

P00000082403

Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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((H00000051715 1))

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Account Name : FOLEY & LARDNER OF TAMPA
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WEEKLY PLANET ACQUISITION CORP.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

10-09-00
DC

Merger

W/NAME CHANGE

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEEKLY PLANET, INC., a Florida corporation, P95000004089

INTO

WEEKLY PLANET ACQUISITION CORP. which changed its name to
WEEKLY PLANET, INC., a Florida entity, P00000082403

File date: September 29, 2000

Corporate Specialist: Darlene Connell

FROM FOLEY & LARDNER

813-221-4210

(FRI) 10. 6' 00 15:33/ST. 15:32/NO. 4861814642 P 1

FOLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
TELEPHONE: (813) 229-2300
FACSIMILE: (813) 221-4210

FACSIMILE TRANSMISSION

Total # of Pages 9 (including this page)

TO:	PHONE:	FAX #:
Division of Corporation		850-922-4000

From:	Margo T. Valenti
Sender's Direct Dial:	813-225-4110
Date:	October 6, 2000
Client/Matter No:	060658/0102
User ID No:	2582

MESSAGE:

Attached is the original filing along with the Amended and Restated Articles of Incorporation for Weekly Planet, Inc.

We are asking that this amendment receive the September 29, 2000 date which is the date of the original filing was made.

*Thanks for
all your help!
Margo*

If there are any problems with this transmission or if you have not received all of the pages, please call (813) 229-2300.

Operator:	Time Sent:	Return Original To:
		Margo Valenti

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FROM FOLEY & LARDNER

813-221-4210

(FRI) 10. 6'00 15:33/ST. 15:32/NO. 4861814642 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 29, 2000

WEEKLY PLANET ACQUISITION CORP.
1310 E. 9TH AVENUE
TAMPA, FL 33605

SUBJECT: WEEKLY PLANET ACQUISITION CORP.
REF: P00000082403

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000051715
Letter Number: 400A00051323

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ARTICLES OF MERGER

of

WEEKLY PLANET, INC., a Florida corporation,

with and into

WEEKLY PLANET ACQUISITION CORP., a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 PM 4:59

FILED

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations enter into these Articles of Merger by which Weekly Planet, Inc., a Florida corporation (the "Company"), shall be merged (the "Merger") with and into Weekly Planet Acquisition Corp., a Florida corporation (the "Surviving Company"), in accordance with a Plan of Merger ("Plan") and Merger Agreement adopted pursuant to Section 607.1103 of the FBCA, and the undersigned corporations hereby certify as follows:

FIRST: A copy of the Plan is attached as Exhibit A hereto and made a part hereof.

SECOND: The Plan was adopted September 28, 2000, by the Board of Directors and the shareholders of the Company by unanimous written consent. The Agreement was adopted September 28, 2000, by unanimous written consent of the Board of Directors and sole shareholder of the Surviving Company.

THIRD: The Merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State as required by Section 607.1105 of the FBCA.

FOURTH: Upon the filing of these Articles of Merger the name of the Surviving Company shall be Weekly Planet, Inc., as set forth in Section 2.5 of the Merger Agreement, pursuant to Section 607.1101 of the FBCA.

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These Articles of Merger may be executed in counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 28th day of September, 2000.

WEEKLY PLANET, INC.

By: 

Name: Benjamin A. Eason

Title: President

WEEKLY PLANET ACQUISITION
CORP.

By: 

Name: Benjamin A. Eason

Title: President

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 28th day of September, 2000 by:

- I. **WEEKLY PLANET, INC.**, a Florida corporation (the "Merged Corporation"); and
- II. **WEEKLY PLANET ACQUISITION CORP.**, a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1105 of the Florida Business Corporations Act and in accordance with the terms and conditions hereinafter set forth (which implement the terms and provisions of that certain Merger Agreement, dated September 28, 2000, entered in among the Constituent Corporations and CL Acquisition Corp., of which this Plan is a part).

PLAN

1. **Merger.**

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

2. **Organizational Documents of Surviving Corporation.**

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of Weekly Planet, Inc., a Florida corporation, shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Benjamin A. Eason

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Benjamin A. Eason - President, Vice-President, Secretary and Treasurer

Such persons shall serve until their respective successors are duly elected and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. The name of the Surviving Corporation shall become Weekly Planet, Inc. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the

merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

(a) Voting Common Stock of Merged Corporation. Each of the shares of voting common stock of the Merged Corporation held by: (i) Benjamin Eason immediately prior to the effective date hereof shall, by virtue of the merger and without any action on the part of the holder, be converted to the right to receive 20.149 shares of the \$0.001 par value Class A Common Stock of CL Acquisition, Inc., a Florida corporation ("Parent"), the parent of the Surviving Corporation; and (ii) Ben H. Morgenthau immediately prior to the effective date hereof shall, by virtue of the merger and without any action on the part of the holder, be converted to the right to receive 12.2971 shares of the \$0.001 par value Class C Common Stock of Parent and \$208.799 of cash per share. —

(b) Non-Voting Common Stock of Merged Corporation. Each of the shares of non-voting common stock of the Merged Corporation issued and outstanding as of the effective date hereof (except shares held by the Parent) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 20.149 shares of the \$0.001 par value Class D Common Stock of Parent.

(c) Excluded Shares. Each of the shares of voting and non-voting common stock of the Merged Corporation held by the Parent shall be cancelled.

The number of shares of stock of Parent issued to shareholders of the Merged Corporation shall be rounded up or down to the closest whole number of shares of the Parent.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEEKLY PLANET, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), WEEKLY PLANET, INC. (hereinafter, the "Corporation") adopts these Amended and Restated Articles of Incorporation:

FIRST: The Corporation's Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of the Corporation is:

WEEKLY PLANET, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be TWO MILLION (2,000,000) shares of Common Stock having a par value of \$0.01 per share (the "Common Stock"). Of the Common Stock, ONE MILLION (1,000,000) Shares shall be voting shares (the "Voting Common Stock") and ONE MILLION (1,000,000) Shares shall be nonvoting shares (the "Nonvoting Common Stock"). Each share of Nonvoting Common Stock shall have the same rights as and be identical in all respects to each share of Voting Common Stock, except that each holder of the Nonvoting Common Stock shall not be entitled to vote for the election of directors of the Corporation or for any other corporate purpose, except as otherwise provided by the FBCA.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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ARTICLE V**Principal Office and Mailing Address**

The address of the Principal Office of the Corporation and its mailing address is 1310 East 9th Avenue, Tampa, Florida 33605. The location of the Principal Office and the mailing address shall be subject to change as may be provided by the Bylaws.

ARTICLE VI**Registered Office and Agent**

The address of the Registered Office of the Corporation is 1310 East 9th Avenue, Tampa, Florida 33605, and the Registered Agent at such address is Benjamin A. Eason.

ARTICLE VII**Board of Directors**

The number of Directors constituting the Board of Directors of the Corporation is not restricted, but in no event shall the number of Directors be less than one (1). The names of the person who are to serve as a Director and until his successor Director is elected and shall qualify is as follows:

Benjamin A. Eason

1310 East 9th Avenue
Tampa, Florida 33605

SECOND: The foregoing amendment and restatement of the Corporation's Articles of Incorporation amends the Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation by a written consent of the shareholders pursuant to Section 607.0704 of the FBCA, and the number of votes cast by the shareholders was sufficient for approval.

THIRD: The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 29th day of September, 2000.



Benjamin A. Eason
President

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FROM FOLEY & LARDNER

813-221-4210

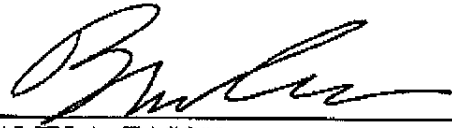
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**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Amended and Restated Articles of Incorporation as the Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 29th day of September, 2000.



BENJAMIN A. EASON

((H00000051715 1)))