

FROM

Division of Corporations

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P00000088630

Florida Department of State  
Division of Corporations  
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Fax Number : (850)922-4000  
From: Account Name : FOLEY & LARDNER OF TAMPA  
Account Number : 071344001620  
Phone : (813)229-2300  
Fax Number : (813)221-4210

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00 OCT 12 AM 7:53

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 12 PM 1:24

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**MERGER OR SHARE EXCHANGE**  
**CREATIVE LOAFING ATLANTA, INC.**

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

*merger*

10-12-00

DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CREATIVE LOAFING, INC., a Georgia corporation not authorized to transact  
business in the State of Florida

INTO

**CREATIVE LOAFING ATLANTA, INC.**, a Florida entity, P00000088630

File date: October 12, 2000

Corporate Specialist: Darlene Connell

FROM

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## ARTICLES OF MERGER

of

CREATIVE LOAFING, INC., a Georgia corporation,

with and into

CREATIVE LOAFING ATLANTA, INC., a Florida corporation.

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OCT 12 PM 1:24  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations enter into these Articles of Merger by which Creative Loafing, Inc., a Georgia corporation ("CLI"), shall be merged (the "Merger") with and into Creative Loafing Atlanta, Inc., a Florida corporation (the "Surviving Company"), in accordance with a Merger Agreement (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA, and the undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
CREATIVE LOAFING, INC.	Georgia
CREATIVE LOAFING ATLANTA, INC.	Florida

2. Compliance with Georgia Law. The laws of the State of Georgia under which CLI is organized permit the merger herein contemplated and CLI is complying with those laws in effecting the merger.
3. Compliance with Florida Law. Creative Loafing Atlanta, Inc., as the surviving corporation, complies with the applicable provisions of FBCA Sections 607.1101 - 607.1104, and with FBCA Section 607.1105.
4. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Plan and Agreement of Merger. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of a Plan and Agreement of Merger adopted by CLI and the Surviving Corporation.

Vitaute M. Gulbis, Esq.  
Florida Bar No.:  
0731129  
Foley & Lardner  
100 N. Tampa St.  
Suite 2800  
Tampa, Florida 33601  
(813) 229-2300

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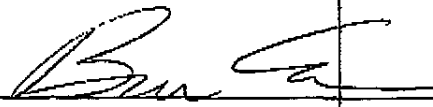
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5. Board of Directors Approval. The Plan and Agreement of Merger, dated as of October 9, 2000, by and among Creative Loafing, Inc., a Florida corporation, f/k/a CL Acquisition Corp., CLI, the Surviving Corporation, among others (the "Plan of Merger"), was approved and adopted, by the respective Boards of Directors of CLI on October 9, 2000 and by the Surviving Corporation on October 9, 2000
6. Shareholder Approval. The Agreement and Plan of Merger was approved and adopted by the stockholders of CLI on October 9, 2000. The Agreement and Plan of Merger was approved and adopted by the sole stockholder of the Surviving Corporation on October 9, 2000.
7. Effective Date. The effective date of the merger herein contemplated shall be the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 10th day of October, 2000.

CREATIVE LOAFING, INC., a Georgia corporation

By:   
Name: Benjamin Eason  
Title: President

CREATIVE LOAFING ATLANTA, INC.,  
a Florida corporation

By:   
Name: Benjamin Eason  
Title: President

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## EXHIBIT A

### PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan") is adopted and approved this 9<sup>th</sup> day of October, 2000 by:

- I. **CREATIVE LOAFING, INC.**, a Georgia corporation (the "Merged Corporation"); and
- II. **CREATIVE LOAFING ATLANTA, INC.**, 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 607.1107 of the Florida Business Corporations Act and Section 14-2-1107 of the Official Code of Georgia Annotated, all in accordance with the terms and conditions hereinafter set forth (which implement the terms and provisions of that certain Agreement and Plan of Merger, dated October 9, 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 and in the offices of the Secretary of State, State of Georgia.

2. Organizational Documents of Surviving Corporation.

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

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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

Taylor 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, Chief Executive Officer

Taylor Eason - Secretary

Angela LaFon - 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. 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

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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 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 7.3593 shares of the 0.001 par value Class C Common Stock of CL Acquisition, Inc., a Florida corporation ("Parent"), the parent of the Surviving Corporation.

(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 5 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.

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