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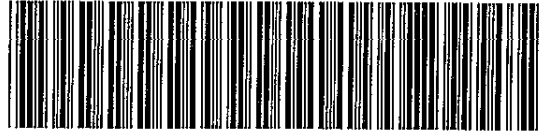
(Business Entity Name)

(Document Number)

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FILED
DIVISION OF CORPORATIONS
02 DEC 31 PM 3:31

Merger

RACKEMANN, SAWYER & BREWSTER

PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
ESTABLISHED 1886

ONE FINANCIAL CENTER
BOSTON, MASSACHUSETTS 02111-2859

TELEPHONE 617-542-2300
FACSIMILE 617-542-7437
www.rackemann.com

DIRECT DIAL NO.: 617-951-1161

E-MAIL: nml@rackemann.com

December 30, 2002

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Merger of LYP Operations, Inc. (surviving corporation) and
The Local Phone Guide, Inc. (merging corporation)

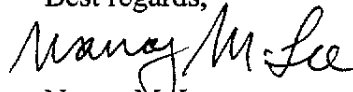
Dear Sir or Madam:

On behalf of LYP Operations, Inc., a Florida corporation, and The Local Phone Guide, Inc., a Massachusetts corporation, enclosed please find Articles of Merger and a Plan of Merger.

Also enclosed in payment in the amount of \$78.75 for the filing fees. We are requesting a certified copy. Please note that the document is 8 pages so, per your instructions, payment of \$8.75 has been added to the \$70.00 (for each merging and surviving corporation).

If you have any questions, please contact the undersigned of Rackemann, Sawyer & Brewster, counsel for the merging and surviving corporations, at 617-951-1161. Thank you very much for your assistance.

Best regards,


Nancy M. Lee



Enclosures

cc: Michael J. Stabile
Ralph J. Rivkind, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE LOCAL PHONE GUIDE, INC. a Massachusetts corporation (not qualified in Florida)

INTO

LYP OPERATIONS, INC., a Florida entity, P02000117519

File date: December 31, 2002

Corporate Specialist: Doris McDuffie

ARTICLES OF MERGER

(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 DEC 31 PM 3: 31

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LYP Operations, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Local Phone Guide, Inc.	Massachusetts	

Third: The Plan of Merger is attached.

the same date

Fourth: The merger shall become effective on ~~the date~~ the Articles of Merger are filed with the Florida Department of State and the Secretary of the Commonwealth of Massachusetts.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 18, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 18, 2002

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

EXHIBIT A TO ARTICLES OF MERGER

Seventh: The Articles of Organization of the Surviving Company in effect on the same date these Articles of Merger are filed with the Florida Department of State and the Articles of Merger are filed with the Secretary of the Commonwealth of Massachusetts (the "Effective Date") shall continue to be the Articles of Organization of the Surviving Company until further amended in accordance with the provisions thereof and applicable law. The By-Laws of the Surviving Company in effect on the Effective Date shall continue to be the By-Laws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

Eighth: The Surviving Company shall furnish a copy of the Plan of Merger to any of its shareholders or to any person who was a shareholder of The Local Phone Guide, Inc., a Massachusetts corporation, upon written request and without charge.

SEVENTH: SIGNATURES FOR EACH CORPORATION

Signature

Typed or Printed Name of Individual & Title

Lawrence M. Stabile

Karen M. Stabile, President

'

Kam M. Stalick

Karen M. Stabile, Clerk

Inc. Kenn M Stabile

Karen M. Stabile, President

Kenn M Stahlke

Karen M. Stabile, Clerk

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Delaware

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

Massachusetts

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Common Stock of LYP Operations, Inc. On the same date the Articles of Merger are filed with the Florida Department of State and the Secretary of the Commonwealth of Massachusetts, by virtue of the merger of The Local Phone Guide, Inc. into LYP Operations, Inc. and without any action on the part of the holders thereof, each share of common stock of LYP Operations, Inc. issued and outstanding immediately prior thereto shall remain issued and outstanding and each share of common stock of LYP Operations, Inc. held in the treasury of LYP Operations, Inc. immediately prior thereto shall remain in the treasury.

Common Stock of The Local Phone Guide, Inc. On the same date the Articles of Merger are filed with the Florida Department of State and the Secretary of the Commonwealth of Massachusetts, by virtue of the merger of The Local Phone Guide, Inc. into LYP Operations, Inc. and without any action on the part of the holders thereof, each share of common stock of The Local Phone Guide, Inc. issued and outstanding immediately prior thereto shall cease to exist and shall be cancelled.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Please see the attached Exhibit A.

DATE: December 18, 2002

EXHIBIT A

1. Merger. The Local Phone Guide, Inc., a Massachusetts corporation (the "Company") shall be merged into LYP Operations, Inc., a Florida corporation (the "Surviving Company") pursuant to Section 1107 of Chapter 607 of the 2002 Florida Statutes ("Chapter 607") and Section 79 of Chapter 156B of the General Laws of Massachusetts ("Chapter 156B"). The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of the Company shall cease forthwith upon the same date the Articles of Merger are filed with the Florida Department of State and the Secretary of the Commonwealth of Massachusetts (the "Effective Date"). The merger of the Company into the Surviving Company shall herein be referred to as the "Merger."

2. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of common stock of the Company shall be cancelled.

3. Succession. On the Effective Date, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of the Company in the manner of and as more fully set forth in Section 1106 of Chapter 607. Without limiting the foregoing, upon the Effective Date, all of the estate, property, rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Company shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, real, personal and mixed, rights, and every other interest of the Company and the Surviving Company, and all the debts due on whatever account to either of them, as well as stock subscriptions and other choses in action belonging to either of them, shall be as effectively the property of the Surviving Company as they were of the Company and the Surviving Company, respectively. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company, and any claim or demand in any case existing against the Company shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. Obligations. The Surviving Company agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of the Company and any obligation incurred thereafter incurred by the Surviving Company, including the obligation created by Section 85 of Chapter 156B, so long as any liability remains outstanding against the Company in the Commonwealth of Massachusetts, and irrevocably appoints the Secretary of the Commonwealth of Massachusetts as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181 of the General Laws of Massachusetts.

5. Articles of Incorporation and By-Laws. The Articles of Incorporation of the Surviving Company in effect on the Effective Date shall continue to be the Articles of Incorporation of the Surviving Company until further amended in accordance with the provisions thereof and applicable law. The By-Laws of the Surviving Company in effect on the Effective Date shall continue to be the By-Laws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

6. Directors and Officers. The members of the Board of Directors and the officers of the Surviving Company on the Effective Date shall continue in office until the expiration of their respective terms of office and until their successors have been elected and qualified.

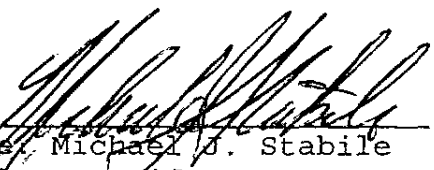
7. Further Assurances. From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company, and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

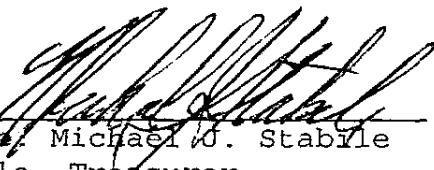
8. Copies of Plan of Merger. The Surviving Company shall furnish a copy of this Plan of Merger to any of its

shareholders, or to any person who was a shareholder of the Company, upon written request and without charge.

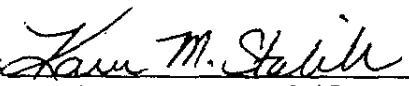
IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf by its officers thereunto duly authorized as of the date first above written.

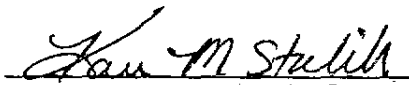
SNOWCREST HOLDING, INC.

By: 
Name: Michael J. Stabile
Title: President


By: 
Name: Michael J. Stabile
Title: Treasurer


THE LOCAL PHONE GUIDE, INC.

By: 
Name: Karen M. Stabile
Title: President

By: 
Name: Karen M. Stabile
Title: Treasurer

LYP OPERATIONS, INC.

By: 
Name: Karen M. Stabile
Title: President

By: 
Name: Karen M. Stabile
Title: Treasurer