

# P20235

ROBINSON, BRADSHAW & HINSON, P.A.

ATTORNEYS AT LAW

WRITER'S DIRECT DIAL  
(704) 377-8167  
FAX (704) 339-3467  
INTERNET GKEEL@RBH.COM

101 NORTH TRYON STREET, SUITE 1900  
CHARLOTTE, NORTH CAROLINA 28246  
TELEPHONE (704) 377-2536  
FAX (704) 378-4000

SOUTH CAROLINA OFFICE  
THE GUARDIAN BUILDING  
ONE LAW PLACE - SUITE 600  
P.O. DRAWER 12070  
ROCK HILL, S.C. 29731  
TELEPHONE (803) 325-2900  
FAX (803) 325-2929

August 10, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

500002612845--9  
-08/11/98--01051--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Southeast Publishing Ventures, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Application for Amended Certificate of Authority for the above-referenced corporation, together with the required certificate of existence and charter documents from the North Carolina Secretary of State.

I am also enclosing a firm check in the amount of \$43.75 for the required filing fee. Please file the application and return the acknowledgment copy to me in the enclosed return Federal Express envelope.

Thank you for your assistance. Please do not hesitate to call me collect with any questions.

Very truly yours,

Grace H. Keel  
Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -4 PM 1:47

Amend  
jurisdiction  
change  
S/D  
9/15/98  
~~4789, 524, 6710~~

GHK/lan  
Enclosure(s)

OK per  
KB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 24, 1998

Grace H. Keel  
% Robinson, Bradshaw & Hinson, P.A.  
101 North Tryon Street, Suite 1900  
Charlotte, NC 28246

SUBJECT: SOUTHEAST PUBLISHING VENTURES, INC.  
Ref. Number: P20235

We have received your document for SOUTHEAST PUBLISHING VENTURES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 698A00043807

850-487-6091

next →

850-487-6050

amendments

Delma

↓

told me to do as

I've done

RECEIVED  
DIVISION OF CORPORATIONS  
SEP 11 1998  
TALLAHASSEE, FLORIDA

ROBINSON, BRADSHAW & HINSON, P.A.

ATTORNEYS AT LAW

WRITER'S DIRECT DIAL  
(704) 377-8167  
FAX (704) 339-3467  
INTERNET GKEEL@RBH.COM

101 NORTH TRYON STREET, SUITE 1900  
CHARLOTTE, NORTH CAROLINA 28246  
TELEPHONE (704) 377-2536  
FAX (704) 378-4000

SOUTH CAROLINA OFFICE  
THE GUARDIAN BUILDING  
ONE LAW PLACE - SUITE 600  
P.O. DRAWER 12070  
ROCK HILL, S.C. 29731  
TELEPHONE (803) 325-2900  
FAX (803) 325-2929

September 3, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
Attention: Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Southeast Publishing Ventures, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Application for Amended Certificate of Authority for the above-referenced corporation, together with the required certificate of existence and charter documents from the North Carolina Secretary of State. I attempted to file this document several weeks ago; however, I was advised that it could not be processed. In my first package I had enclosed a firm check in the amount of \$43.75 for the required filing fee. It is my understanding that Louise Flemming-Jackson with your office has the check at this time.

Since talking with Ms. Flemming-Jackson, I have spoken with your office on several occasions, specifically the amendment section, and have been advised that the enclosed package is in fact what needs to be filed to amend the jurisdiction of incorporation for the above entity. I have attached the corporate documents that are on file with the North Carolina Secretary of State and I have flagged the page wherein the change is referenced.

We would appreciate you filing the amendment and returning the acknowledgement copy to our office in the return federal express envelope.

Thank you for your assistance. Please do not hesitate to call me collect with any questions.

Very truly yours,



Grace H. Keel  
Legal Assistant

Enclosure(s)

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Southeast Publishing Ventures, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Virginia 3. July 27, 1988  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? n/a

5. n/a  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

North Carolina  
New Jurisdiction

Teresa M. Stephens  
Signature

Aug 7, 1998  
Date

Teresa M. Stephens  
Typed or printed name

Secretary  
Title

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -4 PM 1:47

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

## **SOUTHEAST PUBLISHING VENTURES, INC.**

a corporation duly created, organized, and existing under the laws of the State of North Carolina, having been incorporated on the 22<sup>nd</sup> day of November, 1993, with its period of duration being perpetual, under the **SOUTHEAST PUBLISHING VENTURES, INC.** and the following documents have been filed since that date:

Articles of Amendment	17 Dec 1993
Articles of Merger	17 Dec 1993
Revenue Suspension	13 Oct 1995
Revenue Reinstatement (Suspended In Error)	13 Oct 1995

I, **FURTHER** certify that no record is found of other corporate documents having been filed since the 13<sup>th</sup> day of October, 1995.

I, **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31<sup>st</sup> day of July, 1998.

*Elaine F. Marshall*

Secretary of State

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

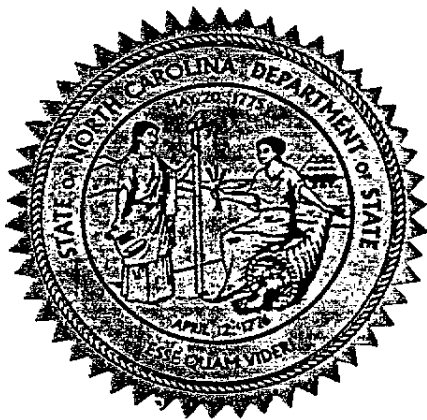
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION  
OF  
SOUTHEAST PUBLISHING VENTURES, INC.

*the original of which is now on file and a matter of record in this office.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of July, 1998.*



*Elaine F. Marshall*

Secretary of State

ARTICLES OF INCORPORATION  
OF  
SPV ACQUISITION CO.

0-0334372  
**FILED**  
9:00 AM  
NOV 22 1993  
EFFECTIVE  
RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned hereby submits these Articles of Incorporation for forming a business corporation under the laws of the State of North Carolina:

I.

The name of the corporation is SPV Acquisition Co.

II.

The number of shares the corporation is authorized to issue is Twenty Million (20,000,000), divided into classes as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	10,000,000	\$.01
Preferred	10,000,000	\$.01

The preferences, limitations and relative rights of each class of shares are as follows:

(a) Common Shares

On all matters on which holders of Common Shares shall be entitled to vote, the holders of Common Shares shall be entitled to one vote for each share held. Holders of Common Shares shall be entitled to unlimited dividends when and if declared.

(b) Preferred Stock

The Preferred Shares may be issued in one or more series with such designations, preferences, limitations and relative rights as the board of directors may determine from time to time in accordance with applicable law.

III.

A series of 143,000 Preferred Shares is hereby designated Series A Preferred Shares, which will have the following description and terms:

11. 22. 83 12.15 PM \* ROB BRAD HIN FUS

§1. Definitions. As used in this Article III:

(a) "Capital Stock" means any and all capital stock of the corporation, including, without limitation, Preferred Shares, Common Shares and all (if any) other Junior Shares and other capital stock of the corporation;

(b) "Junior Shares" mean Common Shares and any other Capital Stock of the corporation of any class or of any series of any class which is junior to Preferred Shares as to the payment of dividends or as to distributions upon dissolution, liquidation, winding up or redemption;

(c) "Original Issue Date" means, in relation to any Preferred Share, the date on which such share was originally issued by the corporation to the original holder thereof;

(d) "Preferred Shares" means Series A Preferred Shares; and

(e) Except as used in §§6.05 and 6.06 of this Article III or unless the context otherwise requires, "distribution" means (i) the declaration, payment or transfer of cash or other property of the corporation without consideration on or in respect of any Capital Stock of the corporation, whether by way of dividend or otherwise, or (ii) the purchase or redemption of shares of the Capital Stock of the corporation for cash or property of the corporation, including in the case of each of clauses (i) and (ii), any such declaration, payment, transfer, purchase or redemption by a subsidiary of the corporation. Securities issued by the corporation will not be deemed property of the corporation.

§2. Dividends on Preferred Shares.

Holders of Preferred Shares will participate in dividends declared by the Board of Directors of the corporation on shares of Common Shares and in any other distributions made by the corporation (except as provided in §4 of this Article III), at the same time and on the same basis as holders of Common Shares, each Preferred Share being entitled to the same amount as would have been declared or paid thereon had the holder thereof elected to convert the same into Common Shares as of the record date fixed for determining the holders of Common Shares entitled to participate therein.

§3. Voting Rights of Holders of Preferred Shares.

§3.01. General. Each Holder of Preferred Shares will be entitled to vote on all matters voted on by shareholders of the corporation and will have that number of votes equal to the maximum number of whole Common Shares into which the Preferred Shares held by such holder could be converted pursuant to §6 hereof, determined (a) as of the record date fixed for determining shareholders entitled to vote, or (b) if no record date is fixed, as of the date such vote is taken or written consent therefor is solicited by the corporation's Board of Directors.



Except as otherwise provided in §7 hereof or required by applicable law, the holders of Preferred Shares will vote with holders of Common Shares as one class.

**§4. Liquidation Rights of Preferred Shares.**

§4.01. Liquidation Preference of Holders of Preferred Shares. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, each holder of Preferred Shares will be entitled to be paid on such Preferred Shares out of the Distributable Assets (as defined in §4.03(a) hereof) of the corporation, whether from capital, surplus or earnings, before any payment or distribution of any kind is made to any holder of Junior Shares on such Junior Shares, the aggregate amount of the Liquidation Value (as defined in §4.03(b) hereof) of all such Preferred Shares. If the Distributable Assets are insufficient to pay to each holder of Preferred Shares the full amount to which such holder is entitled in respect thereof pursuant to this §4.01, then the remaining Distributable Assets will be allocated among holders of Preferred Shares, pro rata in accordance with the number of Preferred Shares then held by each such holder.

§4.02. No Participation in Non-Preferential Distributions. The holders of Preferred Shares will not be entitled to participate in any liquidating distribution of assets except as provided in §4.01.

§4.03. Certain Definitions. As used in this §4:

(a) the term "Distributable Assets" means, in relation to any voluntary or involuntary liquidation, dissolution or winding up of the corporation at any particular time, all of the property and assets of the corporation (whether from capital, surplus or earnings) available for distribution to the corporation's shareholders upon such liquidation, dissolution or winding up of the corporation, calculated as though all subsidiaries of the corporation had been liquidated and their assets distributed to the corporation; and

(b) the term "Liquidation Value" means ten dollars (\$10) per Preferred Share (subject to proportionate adjustment in the event of any split of, dividend on, or reclassification or similar event involving the Preferred Shares).

§4.04. Merger and Sale Treated as Liquidation. For all purposes of this §4, unless, with respect to any holder of Preferred Shares, such holder elects by written notice to the corporation that this §4.04 will not apply, each of the following transactions shall, only if and only to the extent that any such transaction is required by applicable law to be approved by the holders of the Preferred Shares voting as a separate voting group, be deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of this §4: (i) the merger or consolidation of the corporation with or into any other corporation or corporations or the merger or consolidation of any other corporation or corporations with or into the corporation, (ii) the acquisition of any outstanding shares of capital stock of the corporation

pursuant to a statutory share exchange, and (iii) the sale, transfer, lease or other disposition of all or substantially all of the property and assets of the corporation.

§5. Redemption of Preferred Shares.

§5.01. Mandatory Redemption. The corporation will redeem one-half of the outstanding Preferred Shares on December 31, 1998 and all of the remaining outstanding Preferred Shares on December 31, 1999 (each, a "Redemption Date"), for the Liquidation Value thereof. Each holder of Preferred Shares will participate ratably in the 1998 redemption, except that the corporation will not redeem fractional shares.

§5.02. Allocation of Redemption Payments Among Holders of Preferred Shares.

(a) Allocation. If, on any Redemption Date, the corporation is legally prohibited from paying the Liquidation Value for each of the Preferred Shares required to be redeemed on such Redemption Date, then each holder of Preferred Shares to be redeemed on such Redemption Date will have the right to have redeemed by the corporation, the largest whole number of Preferred Shares which may be redeemed at the applicable Liquidation Value by payment by the corporation to such holder of an amount equal to the product of (a) the Available Redemption Amount, multiplied by (b) the Allocation Fraction determined as of the relevant Redemption Date for all Preferred Shares held of record by such holder which the corporation was (but for the provisions of this §5.02) obligated to redeem on such Redemption Date.

(b) Definitions. As used in this §5.02:

(i) "Allocation Fraction" means, in relation to any particular holder of Preferred Shares to be deemed on any Redemption Date, a fraction (i) the numerator of which equals the number of Preferred Shares held by such holder on such Redemption Date, and (ii) the denominator of which equals the aggregate number of all Preferred Shares which the corporation is obligated to redeem on such Redemption Date.

(ii) "Available Redemption Amount" means, in relation to any Redemption Date, all property and assets of the corporation legally available for the redemption of Preferred Shares by the corporation on such Redemption Date, calculated as though all subsidiaries of the corporation had been liquidated and their assets distributed to the corporation.

§5.03. Miscellaneous Provisions Applicable to Redemption of Preferred Shares.

(a) Reduction of Capital. The corporation will, to the extent necessary to effect each redemption of Preferred Shares required pursuant to §5.01 hereof, apply to each such redemption or redemptions such amount or amounts out of its capital as may then be permitted

by applicable law, and will take all action, with respect to reduction of its capital or otherwise, required by applicable law.

(b) Surrender of Preferred Shares. On each Redemption Date, each holder of Preferred Shares to be redeemed on such Redemption Date will surrender such holder's certificates for such shares to the corporation in the manner and at the place designated by the corporation (or if the corporation has not made any such designation, at the chief executive offices of the corporation) and will, subject to the terms hereof, thereupon be entitled to receive the applicable Liquidation Value for such shares. If less than all of the shares represented by any such surrendered certificates are to be redeemed, the corporation will issue a new certificate representing the unredeemed Preferred Shares.

(c) Termination of Rights. If, on any Redemption Date, the applicable Liquidation Value is either paid and delivered by the corporation to the holder of any Preferred Shares or made available by the corporation for payment and delivery to such holder, but such holder fails to surrender its certificates or accept such payment and delivery, then, notwithstanding that the certificates representing any of the Preferred Shares to be redeemed have not been surrendered, any dividends with respect to such Preferred Shares will cease to accrue after the applicable Redemption Date and all rights with respect to such Preferred Shares will forthwith, after the applicable Redemption Date, cease and terminate, except only the right to receive the applicable Liquidation Value (as fixed as of the applicable Redemption Date) without interest upon surrender of certificates therefor.

§6. Conversion. The holders of Preferred Shares have the conversion rights set forth in this §6.

§6.01. Right to Convert. Each Preferred Share is convertible, at the option of the holder thereof, at any time after the Original Issue Date of such share, at the office of the corporation or any transfer agent for Preferred Shares or Common Shares, into fully paid and nonassessable Common Shares, at the Conversion Ratio in effect at the time of conversion determined as provided in this §6. Each Preferred Share shall be convertible into the number of Common Shares equal to the quotient (herein called the "Conversion Ratio") determined by dividing (a) the Initial Conversion Price (as defined in §6.02 hereof) for such Preferred Share, by (b) the Conversion Price in effect at the time of conversion.

§6.02. Conversion Price. As used in this §6, (a) "Initial Conversion Price" means Ten Dollars (\$10.00); and (b) "Conversion Price" means the Initial Conversion Price as adjusted from time to time pursuant to the following provisions of this §6.

§6.03. Mechanics of Conversion.

(a) Exchange of Share Certificate. Before any holder of Preferred Shares may convert such Preferred Shares into Common Shares, such holder will surrender the share certificate or certificates therefor, duly endorsed, at the office of the corporation or of any

transfer agent for Preferred Shares or Common Shares, accompanied by a written notice of its election to convert and of the number of Preferred Shares to be so converted. Upon receipt of such share certificates and notice, the corporation will issue and deliver at such office to such holder of Preferred Shares a stock certificate or certificates for the number of Common Shares to which it is entitled pursuant to §6.01 and §6.02 hereof.

(b) Effective Date of Conversion. Each conversion will be deemed to have been made immediately prior to the close of business on the date of the surrender to the corporation of the Preferred Shares to be converted, and the person entitled to receive the Common Shares issuable upon such conversion will be treated for all purposes as the record holder or holders of such Common Shares on such date.

§6.04 Adjustment for Share Splits and Combinations. If the corporation, at any time or from time to time after the Original Issue Date for any Preferred Share, effects a subdivision of the outstanding Common Shares, the Conversion Price in effect immediately prior to such subdivision will be proportionately decreased by multiplying (i) the Conversion Price, by (ii) a fraction:

(a) the numerator of which will be the total number of Common Shares issued and outstanding immediately before such subdivision; and

(b) the denominator of which will be the total number of Common Shares issued and outstanding immediately after such subdivision.

If the corporation, at any time or from time to time, effects any combination of the outstanding Common Shares, the Conversion Price in effect immediately prior to such combination will be proportionately increased by multiplying (iii) the Conversion Price, by (iv) a fraction:

(c) the numerator of which will be the total number of Common Shares issued and outstanding immediately before such combination; and

(d) the denominator of which will be the total number of Common Shares issued and outstanding immediately after such combination.

Any adjustment under this §6.04 will become effective at the close of business on the date on which such subdivision or combination becomes effective.

§6.05. Adjustment for Certain Common Share Dividends and Distributions. If the corporation, at any time or from time to time after the Original Issue Date for any Preferred Share, makes, issues, or fixes a record date for the determination of holders of Junior Shares entitled to receive a dividend or other distribution payable in Common Shares, then, and in each such event, the Conversion Price for such Preferred Share then in effect will be decreased as of the time of such issuance or, in the event such a record date has been fixed, as of the close

of business on such record date, by multiplying (i) the Conversion Price then in effect, by (ii) a fraction:

(a) the numerator of which will be the total number of Common Shares issued and outstanding immediately prior to the time of such issuance or the close of business on such record date; and

(b) the denominator of which will be the sum of (1) the total number of Common Shares issued and outstanding immediately before the time of such issuance or the close of business on such record date, plus (2) the total number of Common Shares issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid, or such distribution is not fully made, on the date fixed therefor, then the Conversion Price will be recomputed accordingly as of the close of business on such record date. If any holder of Preferred Shares elects to convert any of such shares into Common Shares pursuant to the provisions of this §6 after any record date for determining holders of Junior Shares entitled to receive any dividend or other distribution payable in Common Shares but before the date on which such dividend is paid, the corporation may defer, until such dividend is paid, the issue to such holder of all of the additional Common Shares issuable to such holder upon such conversion solely by reason of the adjustment made to the Conversion Price of each such Preferred Share pursuant to this §6.05 on the record date for such dividend; provided further, however, that the corporation will, promptly upon the request of such holder, issue to such holder a written confirmation of such holder's right to receive such additional Common Shares.

**§6.06. Adjustment for Dividends and Distributions Payable in Other Securities.**

If the corporation, at any time or from time to time after the Original Issue Date for any Preferred Share, makes, issues, or fixes a record date for the determination of holders of Junior Shares entitled to receive, a dividend or other distribution payable in securities of the corporation other than Common Shares, then, and in each such event, the corporation will provide that the holders of Preferred Shares receive, upon conversion thereof, in addition to the number of Common Shares receivable thereupon, the amount of securities of the corporation which such holders would have received had their Preferred Shares been converted into Common Shares on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them during such period, giving application to all adjustments called for during such period under this §6 hereof with respect to the rights of the holders of Preferred Shares.

**§6.07. Adjustment for Reclassification; Exchange and Substitution.** If the Common Shares issuable upon the conversion of Preferred Shares are changed into the same or any different number of shares of any other class or any series of any class of Capital Stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or a share dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for in §6.08 hereof), then, and in each such event the holders of Preferred Shares will have the right thereafter to convert such Preferred Shares into

the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change by holders of the number of Common Shares into which such Preferred Shares might have been converted immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided for in this §6.

§6.08. Reorganizations, Mergers, Consolidations or Sales of Assets. If, at any time or from time to time, there is a capital reorganization of Junior Shares (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this §6, or an exchange of shares provided for elsewhere in this §6), or a merger or consolidation of the corporation with or into another corporation, or an event described in Section 4.04(ii) of this Article III, then, as a part of such reorganization, merger, consolidation or sale, the corporation will provide that the holders of Preferred Shares will thereafter be entitled to receive, upon conversion of such Preferred Shares, the number of shares of stock or other securities or property of the corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of Common Shares deliverable upon conversion of such Preferred Shares would have been entitled on such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment will be made in the application of the provisions of this §6.08 with respect to the rights of the holders of Preferred Shares after the reorganization, merger, consolidation or sale to the end that the provisions of this §6 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of Preferred Shares) will apply after that event in a manner as nearly equivalent as may be practicable.

§6.09. Sale of Shares Below Conversion Price.

(a) Reduction of Conversion Price. If (and on each occasion that) the corporation issues or sells or (as provided by this §6.09) is deemed to issue or sell any Common Shares other than in the case of events described in §6.12 ("Additional Common Shares"), other than as a dividend or other distribution on any class of shares or upon a subdivision or combination of Common Shares, for a consideration per share less than the then existing Conversion Price for such Preferred Shares or for no consideration, then (and in each such case) the then existing Conversion Price for each Preferred Share will be reduced, as of the opening of business on the date of such issuance or sale, to a new Conversion Price which will be determined by multiplying the Conversion Price then in effect by a fraction:

(i) the numerator of which is (A) the number of shares of Common Shares outstanding immediately prior to the issuance of such Additional Common Shares, plus (B) the number of Common Shares into which the outstanding shares of Preferred Shares may then be converted plus (C) the number of Common Shares which the consideration, if any, received by the Company for the total number of such Additional Common Shares so issued, would purchase at the Conversion Price in effect immediately prior to such issuance, and

(ii) the denominator of which shall be (A) the number of Common Shares outstanding immediately prior to the issuance of such Additional Common Shares plus (B) the number of Common Shares into which the outstanding shares of Preferred Shares may then be converted plus (C) the number of such Additional Common Shares so issued.

(b) Determination of Consideration for Securities. For the purpose of making any adjustment in the Conversion Price for any Preferred Shares, the consideration received or deemed to be received by the corporation for any issue or sale of Common Shares will:

(i) to the extent it consists of cash, be computed at the net amount of cash received by the corporation after deduction of any expenses payable by the corporation and also after deduction of any underwriting or similar commissions, compensations or concessions paid or allowed by the corporation in connection with such issue or sale; and

(ii) to the extent it consists of property other than cash, be computed at the fair market value of that property as determined in good faith and on a reasonable basis by the board of directors of the corporation.

(c) Convertible Securities. For the purpose of making any adjustment to the Conversion Price for any Preferred Share, as provided in §6.09(a), if the corporation issues any securities convertible without payment of further consideration (other than nominal consideration) into or exchangeable for, Additional Common Shares ("Convertible Securities"), then, in each case, if the Effective Price (as defined below) of such Convertible Securities is less than the then existing Conversion Price, the corporation will be deemed (i) to have issued, at the time of the issuance of such Convertible Securities, the maximum number of Additional Common Shares issuable upon conversion or exchange thereof, and (ii) to have received as consideration for the issuance of such Additional Common Shares an amount equal to the total amount of the consideration, if any, received by the corporation for the issuance of such Convertible Securities. "Effective Price" means the quotient determined by dividing (x) the consideration determined as provided in clause (ii) of the preceding sentence, by (y) the number of Additional Common Shares determined as provided in clause (i) of the preceding sentence. No further adjustment of the Conversion Price will be made as a result of the actual issuance of Additional Common Shares on the conversion or exchange of any such Convertible Securities.

(d) Expiration of Conversion Rights. If the conversion or exchange privilege represented by any Convertible Securities expires without having been exercised, the Conversion Price for any Preferred Share adjusted upon the issuance of such Convertible Securities will be readjusted to eliminate the effect of the adjustment made on account of the issuance of the securities with respect to which such privilege has expired.

§6.10. Certificate of Chief Financial Officer. In each case of an adjustment or readjustment of the Conversion Price for any Preferred Shares or an adjustment or readjustment

of the number of Common Shares or other securities issuable upon conversion or exchange of Preferred Shares, the corporation will cause its chief financial officer to compute such adjustment or readjustment in accordance with the corporation's Articles of Incorporation and to prepare a certificate showing such adjustment or readjustment, and will, within 30 days of the event giving rise to the adjustment or readjustment, mail a copy of such certificate, by first class mail, postage prepaid, to each record holder of Preferred Shares at the holder's address as shown in the corporation's books. The certificate will set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of: (i) the consideration received or deemed received for any Additional Common Shares issued or sold or deemed to have been issued or sold; (ii) the Conversion Price or Conversion Prices at the time in effect for Preferred Shares; and (iii) the number of Additional Common Shares into which Preferred Shares could be converted at the Conversion Price at the time in effect for such Preferred Shares.

§6.11. Notices of Record Date. If the corporation sets a record date with respect to any class of securities for the purpose of determining the holders thereof entitled to receive any dividend or other distribution, or the occurrence or intended or impending occurrence of any event described in §4.04 hereof, the corporation will give to each holder of Preferred Shares, at least forty-five (45) days prior to such record date or such event, as the case may be, a written notice specifying (i) in the case of a record date for the purpose of making a dividend or distribution, the date on which such record is to be taken and a description of such dividend or distribution, or (ii) in the case of the occurrence or intended or impending occurrence of any event described in §4.04 hereof, the date on which such event is to occur, and the time, if any, that is to be fixed, as to when the holders of record of Junior Shares (or other securities) will be entitled to exchange their Junior Shares (or other securities) for securities or other property deliverable upon the occurrence of such event.

§6.12. No Adjustment for Certain Events. Notwithstanding any provision of this §6, there will be no adjustment to the rights of holders of Preferred Shares upon the occurrence of the following events: (i) the grant of options to, or exercise of options by, officers, directors and employees of the corporation or its majority-owned subsidiaries to purchase up to 20,000 Common Shares (which numbers will be adjusted as provided in §§6.04, 6.05, 6.06, 6.07, 6.08 and 6.09); or (ii) the issuance to officers, directors and employees of stock appreciation rights or similar rights.

§6.13. Fractional Shares. No fractional Common Shares will be issued upon conversion of Preferred Shares. In lieu of any fractional shares to which any holder of Preferred Shares would otherwise be entitled, the corporation will pay cash equal to the product of such fraction multiplied by the fair market value of one Common Share on the date of conversion, as determined in good faith and on a reasonable basis by the Board of Directors of the corporation.

§6.14. Reservation of Shares Issuable Upon Conversion. The corporation will at all times reserve and keep available out of its authorized but unissued Common Shares, solely



for the purpose of effecting the conversion of Preferred Shares, a number of Common Shares sufficient to effect the conversion of all outstanding Preferred Shares, and, if at any time the number of authorized but unissued Common Shares is not sufficient to effect the conversion of all then outstanding Preferred Shares, the corporation will forthwith take such corporate action as may be necessary or appropriate to increase its authorized but unissued Common Shares to such number of shares that is sufficient for such purpose.

§6.15. Payment of Taxes. The corporation will pay all taxes and other governmental charges that may be imposed in respect of the issue or delivery of Common Shares upon conversion of Preferred Shares, including, without limitation, any tax or other charge imposed in connection with any transfer involved in the issue and delivery of Common Shares in a name other than that in which the Preferred Shares so converted were registered.

§6.16. No Impairment. The corporation will not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of holders of Preferred Shares against impairment.

§7. Protective Provisions.

§7.01. Action Requiring Affirmative Vote of Preferred Shares. So long as any Preferred Shares remain outstanding, the corporation will not, without the affirmative vote or written consent of the holders of a majority of the Preferred Shares, voting as a separate single class:

(a) amend, repeal, abolish or modify any term or provision of, or add any term or provision to the corporation's Articles of Incorporation or bylaws, if such action would alter or affect in any adverse way any of the powers, preferences or rights of the Preferred Shares or any of the restrictions provided for the benefit, including, without limitation, the redemption and voting rights of the Preferred Shares; or

(b) authorize, create or issue (i) any shares of any Senior Capital Stock (as defined in §7.02(a) hereof) of any class or of any series of any class, or (ii) any Senior Convertible Securities (as defined in §7.02(b) hereof); or

(c) effect any transaction deemed to be a liquidation, dissolution or winding up of the corporation within the meaning of §4.04 hereof; or

(d) reclassify any Junior Shares into Preferred Shares or any security ranking on a parity with Preferred Shares, Senior Capital Stock of any class or of any series of any class

or into any security convertible into Preferred Shares or any security ranking on a parity with Preferred Shares or Senior Convertible Securities; or

(e) effect (or permit any subsidiary to effect) any redemption or purchase of any Junior Shares, except for Common Shares repurchased from employees upon termination of their employment by the corporation or any of its subsidiaries.

§7.02. Certain Additional Definitions. As used in this §7:

(a) the term "Senior Capital Stock" means any class or any series of any class of the Capital Stock of the corporation: (i) which is entitled, upon any distribution of any assets of the corporation, whether by dividend or by liquidation or by redemption, to any preference ranking prior or superior to the Preferred Shares; or (ii) which is entitled, upon any redemption of any shares of such Capital Stock, whether at the option of the corporation, at the option of the holders thereof, or upon the happening of any specified events, to any preference in redemption payments ranking prior or superior to the Preferred Shares; or (iii) the holders of which are or will become entitled, at any time or upon the happening of any specified events or conditions, to more than one vote for each share of such Capital Stock held by such holders; or (iv) which are or will be convertible into, or exchangeable for, whether at the option of the corporation, at the option of the holders thereof, or upon the happening of any specified events or conditions, any shares of any other Senior Capital Stock or any Preferred Shares; and

(b) the term "Senior Convertible Securities" means: (i) any securities of the corporation convertible into or exchangeable for or carrying any rights of any kind to acquire any shares of Senior Capital Stock of any class or of any series of any class; and (ii) any options, warrants or any other rights to acquire any Senior Capital Stock or any other Senior Convertible Securities.

§8. Notices. Any notice or request required or permitted by the provisions of this Article III shall be deemed given to and received by the corporation (i) when delivered in hand or by courier or telecopier, or (ii) on the third business day after the same has been deposited in the United States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to the Secretary of the corporation at the chief executive office of the corporation at, and shall be deemed given to and received by any holder of record of Preferred Shares, (iii) when delivered in hand or by courier or telecopier, or (iv) on the third business day after the same has been deposited in the United States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to such holder of record at the address of such holder as it appears in the records of the corporation at the time of mailing.

§9. Status of Converted or Redeemed Stock. When any Preferred Share is redeemed pursuant to §5 hereof or converted pursuant to §6 hereof, the shares so redeemed or converted will be retired and not reissued.

IV.

The address of the initial registered office of the corporation in the State of North Carolina is 528 East Boulevard, Charlotte, Mecklenburg County, North Carolina 28203; and the name of its initial registered agent at such address is Gary L. Martin.

V.

The number of directors constituting the initial board of directors shall be two (2); and the names and addresses of the persons who are to serve as director until the first meeting of shareholders, or until their successors are elected and qualify, are as follows:

George Kane  
405 Park Avenue  
7th Floor  
New York, New York 10022

Robert Garrett  
866 Third Avenue, 26th Floor  
26th Floor  
New York, New York 10022

VI.

The provisions of the North Carolina Business Corporation Act entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act" shall not be applicable to the corporation.


VII.

To the fullest extent permitted by the North Carolina Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this article, or the adoption of any provision to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

VIII.

The name and address of the incorporator are Patrick S. Bryant, 1900 Independence Center, 101 North Tryon Street, Charlotte, North Carolina 28246.

This the 22nd day of November, 1993.

  
\_\_\_\_\_  
Patrick S. Bryant  
INCORPORATOR

0-0331372

43 354 9016

**FILED**  
9:00 AM

**ARTICLES OF MERGER  
OF  
SOUTHEAST PUBLISHING VENTURES, INC.  
INTO  
SPV ACQUISITION CO.**

DEC 17 1993

RUFUS L. EDMISTEN  
SECRETARY OF STATE  
NORTH CAROLINA

The undersigned North Carolina corporation hereby submits these Articles of Merger for the purpose of merging a Virginia corporation into such North Carolina corporation:

1. The name of each corporation participating in the merger and the state in which it is organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Southeast Publishing Ventures, Inc.	Virginia
SPV Acquisition Co.	North Carolina

2. This merger is permitted by the laws of both Virginia and North Carolina.

3. The undersigned North Carolina corporation has complied with the applicable provisions of the laws of North Carolina and the following Plan of Merger was duly approved by unanimous consent of the shareholders of each corporation in the manner prescribed by the law of the States of North Carolina and Virginia:

**PLAN OF MERGER**

**Background Statement**



Southeast Publishing Ventures, Inc. (the "Merging Corporation") desires to reorganize and change its corporate domicile to North Carolina. SPV Acquisition Co. (the "Surviving Corporation") has been created to effect such reorganization and change of domicile, and the shareholders of both corporations desire that the Merging Corporation be merged with and into the Surviving Corporation.

**A. CORPORATIONS PARTICIPATING IN MERGER.**

The Merging Corporation will merge with and into the Surviving Corporation, which will be the surviving corporation of the merger.

**B. NAME OF SURVIVING CORPORATION.**

After the merger, the Surviving Corporation will have the name "Southeast Publishing Ventures, Inc."

**C. MERGER.**

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

**D. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION.**

The articles of incorporation of the Surviving Corporation, as in effect at the Effective Time, shall remain unchanged as the articles of incorporation of the Surviving Corporation after the Effective Time, except that Article I shall be amended to provide that the name of the Surviving Corporation is Southeast Publishing Ventures, Inc.

**E. CONVERSION AND EXCHANGE OF SHARES.**

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted or exchanged as follows:

(1) **Surviving Corporation.** The shares of the Surviving Corporation which are outstanding as of the Effective Time will be cancelled.

(2) **Merging Corporation.** Each share of the Merging Corporation outstanding as of the Effective Time will be exchanged for the following: (i) one hundred (100) newly issued common shares of the Surviving Corporation and (ii) ~~XXXXXXXXXXXXXXXXXXXX~~  
130,9512 newly issued Series A Preferred Shares of the Surviving Corporation. Upon such exchange, the shares of the Merging Corporation shall be cancelled.

(3) **Surrender of Share Certificates.** Each holder of a certificate representing shares of the Merging Corporation or shares of the Surviving Corporation outstanding prior to the Effective Time will surrender such certificate, and such certificates shall, upon surrender, be cancelled.

**F. ABANDONMENT.**

After approval of this Plan by the shareholders of the Merging Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in its discretion, abandon the merger.

4. The merger will become effective at such time as the merger is deemed effective under the laws of both North Carolina and Virginia.

This the 24th day of November, 1993.

**SPV ACQUISITION CO.**

By: \_\_\_\_\_

Chairman (Robert Garrett)