

P25641

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Corporation(s) Name

Haas Publishing Companies, Inc.

Merging with Maddux Publishing, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit ☐ Amendment ☒ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MADDUX PUBLISHING, INC., a Florida corporation, G66717

INTO

HAAS PUBLISHING COMPANIES, INC., a Delaware entity, P25641

File date: January 12, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

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 is:

Name

Haas Publishing Companies, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of each merging corporation is:

Name

Maddux Publishing, Inc.

Jurisdiction

Florida

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

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 20, 1999 and shareholder approval was not required.

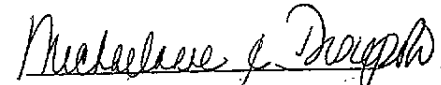
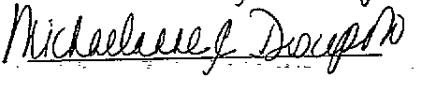
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 20, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Haas Publishing Companies, Inc.		Michaelanne Discepolo, Vice President
Maddux Publishing, Inc.		Michaelanne Discepolo, Vice President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Haas Publishing Companies, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
Maddux Publishing, Inc.	Florida

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 is as follows:

The outstanding shares of Maddux Publishing, Inc. shall be canceled and no shares of Haas Publishing Companies, Inc. shall be issued in exchange therefore.

The outstanding shares of Haas Publishing Companies, Inc. shall remain outstanding and are not affect by the merger.

(Attach additional sheets if necessary)

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:

The Plan of Merger for Maddux Publishing, Inc. into Haas Publishing Companies, Inc., is as follows:

- (i) Maddux Publishing, Inc., shall be merged into Haas Publishing Companies, Inc.
- (ii) The outstanding shares of Maddux Publishing, Inc. shall be canceled and no shares of Haas Publishing Companies, Inc. shall be issued in exchange therefore.
- (iii) The outstanding shares of Haas Publishing Companies, Inc. shall remain outstanding and are not affected by the merger.
- (iv) Maddux Publishing, Inc. shall from time to time, as and when requested by Haas Publishing Companies, Inc. execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- (v) The effect of the merger and the effective date of the merger are as prescribed by law.

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: