

P34511

CT CORPORATION

CORPORATION(S) NAME

SOM Publishing, Inc.

SOM Publishing, Inc. merging into:

American Media Operations, Inc.

FILED  
02 MAY -2 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800005431878-0  
-05/03/02-01002-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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5/2/02  
 File 2nd

Order#: 5272798  
 Ref#: \_\_\_\_\_  
 Amount: \$ \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOM PUBLISHING, INC., a Florida corporation, 374673

into

**AMERICAN MEDIA OPERATIONS, INC.**, a Delaware entity P34511

File date: May 2, 2002

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:

<u>Name</u>	<u>Jurisdiction</u>
American Media Operations, Inc.	Delaware

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

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

**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

**Fifth:** Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the board of directors of the surviving corporation on April 19, 2002 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s): No approval required pursuant to section 607.1104, F.S.



**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>
American Media Operations, Inc.	Delaware

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

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

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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:

All issued and outstanding shares of stock of SOM Publishing, Inc. shall, at the time of the merger, be forthwith surrendered for cancellation.

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:

Not applicable

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:

None