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MERGER OR SHARE EXCHANGE

PROQUEST INFORMATION AND LEARNING COMPANY

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ARTICLES OF MERGER
OF
SIRS PUBLISHING, INC.
INTO
PROQUEST INFORMATION AND LEARNING COMPANY

EFFECTIVE DATE
02-09-07

Pursuant to Section 607.1105, Florida Statutes, of
the Florida Business Corporation Act

The following articles of merger are submitted in accordance with the
Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

- First:** The name of the surviving corporation of the merger is ProQuest Information and Learning Company, a Delaware corporation (the "Surviving Corporation") and such name has not been changed as a result of the merger. The Surviving Corporation is a foreign corporation incorporated under the laws of the State of Delaware and is qualified to do business in Florida.
- Second:** The name of the merging corporation is SIRS Publishing, Inc., a Florida corporation (the "Merging Corporation").
- Third:** The Surviving Corporation, by resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted on the 6th day of February, 2007 and filed with the minute book of the Surviving Corporation, determined to merge its wholly owned subsidiary, SIRS Publishing, Inc., a Florida corporation, with and into the Surviving Corporation. Shareholder approval by the Surviving Corporation was not required.
- Fourth:** Pursuant to the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, the Merging Corporation was not required to obtain and did not obtain approval of the merger from either its Board of Directors or its shareholders.
- Fifth:** The Plan of Merger is attached hereto as Exhibit B.
- Sixth:** The merger herein provided for shall be effective at 9:00 a.m. E.S.T. on February 9th, 2007.

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IN WITNESS WHEREOF, these articles of merger have been executed by the undersigned, a duly authorized officer of the Surviving Corporation, as of the 6th day of February, 2007.

PROQUEST INFORMATION AND
LEARNING COMPANY

By: 
Name: Todd W. Buchardt
Title: Vice President

SIRS PUBLISHING, INC.

By: 
Name: Todd W. Buchardt
Title: Vice President

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UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
PROQUEST INFORMATION AND LEARNING COMPANY

Pursuant to Section 141(f) of
the General Corporation Law of the State of Delaware

Each of the undersigned members of the board of directors (the "Board of Directors") of ProQuest Information and Learning Company, a Delaware corporation (the "Company"), hereby consents, pursuant to section 141(f) of the General Corporation Law of the State of Delaware ("DGCL") to the adoption of the following resolutions:

MERGER OF SIRS PUBLISHING, INC. WITH AND INTO PROQUEST INFORMATION
AND LEARNING COMPANY

WHEREAS, immediately prior to the SIRS Effective Time (as defined in the Plan of Merger, attached hereto), the Company will be the direct owner of all of the issued and outstanding shares of voting common stock, par value \$0.001 per share, and non-voting common stock, par value \$0.001 per share (the "SIRS Stock"), of SIRS Publishing, Inc., a Florida corporation ("SIRS"); and

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company to merge SIRS with and into the Company, with the Company as the surviving corporation pursuant to the provisions of section 607.1104 of the Florida Business Corporation Act and section 253 of the DGCL (the "SIRS Merger").

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan of Merger between the Company and SIRS (the "SIRS Merger Agreement"), substantially in the form presented to the Board of Directors and attached hereto, be and it hereby is, approved and adopted, the terms of which are incorporated herein by reference.

RESOLVED, that the articles of merger and the certificate of ownership and merger relating to the SIRS Merger, substantially in the forms previously presented to the Board of Directors, be and they hereby are, approved and adopted.

RESOLVED, that the Board of Directors intends for the SIRS Merger Agreement to be a plan of liquidation for SIRS, intends for the SIRS Merger to be treated as a complete liquidation of SIRS for purposes of Section 332 of the Internal Revenue Code of 1986, as amended, and will take all necessary and proper steps so that the SIRS Merger will so qualify.

RESOLVED, that the President, Vice President, Secretary and any other officer of the Company (each officer an "Authorized Officer") be, and each hereby is, authorized and directed to execute and deliver, on behalf of the Company, the SIRS Merger Agreement, the articles of merger and the certificate of ownership and merger, each with such changes and additions thereto as the officer or officers executing the same shall approve, such execution thereof to be conclusive evidence of such approval.

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Company, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Authorized Officer in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.

PLAN OF MERGER

PLAN OF MERGER, dated this 6th day of February, 2007, pursuant to the General Corporation Law of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), regarding the merger of ProQuest Information and Learning Company, a Delaware corporation ("PQIL"), and SIRS Publishing, Inc., a Florida corporation ("SIRS") and a direct, wholly owned subsidiary of PQIL.

1. Merger Effective Time. (a) At the SIRS Effective Time (as defined in section 1(b)), SIRS shall be merged with and into PQIL and the separate corporate existence of SIRS shall thereupon cease (the "SIRS Merger"). PQIL shall be the surviving corporation in the SIRS Merger (sometimes hereinafter referred to as the "SIRS Surviving Corporation") and shall continue to be governed by the laws of the state of Delaware and the separate corporate existence of PQIL with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the SIRS Merger. The parties to the SIRS Merger intend, for purposes of Section 332 of the Internal Revenue Code of 1986, as amended, that this Plan of Merger constitutes a plan of liquidation for SIRS and that the SIRS Merger will qualify as a complete liquidation of SIRS, and each such party shall take all necessary and proper steps so that the SIRS Merger will so qualify. The SIRS Merger shall have the effects specified in this plan of merger, the DGCL and the FBCA.

(b) The SIRS Merger shall be effective as of the later of (i) the filing with the Secretary of State of the state of Delaware of a certificate of ownership and merger meeting the requirements of section 253 of the DGCL or (ii) the filing with the Secretary of State of the state of Florida of articles of merger meeting the requirements of section 607.1105 of the FBCA or such later date and/or time as is set forth in such certificate and articles (the "SIRS Effective Time").

(c) At the SIRS Effective Time, the SIRS Surviving Corporation shall succeed to all rights, privileges, powers, franchises and property of the constituent corporations to the SIRS Merger, and shall be subject to all the debts, liabilities and duties of each of the constituent corporations in the same manner as if the SIRS Surviving Corporation had itself incurred them, all with the effect set forth in the DGCL and the FBCA.

2. Certificate of Incorporation and Bylaws of the Surviving Corporation. (a) At the SIRS Effective Time, the certificate of incorporation of PQIL as in effect immediately prior to the SIRS Effective Time shall continue in full force and effect as the certificate of incorporation of the SIRS Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL.

(b) At and after the SIRS Effective Time, the bylaws of PQIL as in effect immediately prior to the SIRS Effective Time shall continue in full force and effect as the bylaws of the SIRS Surviving Corporation until duly amended in accordance with the terms thereof, the SIRS Surviving Corporation's certificate of incorporation and the DGCL.

3. SIRS Outstanding Shares. Immediately prior to the SIRS Effective Time, there will be 10,000 shares of voting common stock, par value \$0.001 per share, and 10,000 non-voting common stock, par value \$0.001 per share, of SIRS (the "SIRS Stock") issued and outstanding, all of which will be owned by PQIL, the parent corporation of SIRS.

4. Conversion or Cancellation of Shares. At the SIRS Effective Time, by virtue of the SIRS Merger and without any other action on the part of PQIL, the SIRS Surviving Corporation or SIRS:

(a) each share of SIRS Stock outstanding immediately prior to the SIRS Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

(b) each share of common stock, of PQIL outstanding immediately prior to the SIRS Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the SIRS Surviving Corporation, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the SIRS Effective Time as such share had immediately prior to the SIRS Effective Time.

5. Directors and Officers of the SIRS Surviving Corporation. (a) The directors of PQIL immediately prior to the SIRS Effective Time shall, from and after the SIRS Effective Time, be the directors of the SIRS Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SIRS Surviving Corporation's certificate of incorporation and bylaws.

(b) The officers of PQIL immediately prior to the SIRS Effective Time shall, from and after the SIRS Effective Time, be the officers of the SIRS Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SIRS Surviving Corporation's certificate of incorporation and bylaws.


6. Amendment and Termination. At any time prior to the SIRS Effective Time, the SIRS Merger may be amended or terminated by the board of directors of PQIL as provided in section 253(c) of the DGCL and section 607.1104 of the FBCA.

7. Waiver of Requirement of Mailing of Plan of Merger. PQIL, the sole shareholder of SIRS, the subsidiary corporation, acknowledges receipt of this plan of merger and hereby waives the requirement of section 607.1104(3) of the FBCA that a copy or summary of this plan of merger be mailed to PQIL.

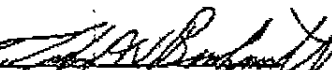
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IN WITNESS WHEREOF, the undersigned has caused this plan of merger to be duly executed on this 6th day of February, 2007.

PROQUEST INFORMATION AND LEARNING
COMPANY

By: 
Name: Todd W. Buchardt
Title: Vice President

SIRS PUBLISHING, INC.

By: 
Name: Todd W. Buchardt
Title: Vice President