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MOREAU, MARKS & GAVIGAN, PLLC

ATTORNEYS AT LAW

SHARON OFFICE PARK
419-C SOUTH SHARON AMITY ROAD
CHARLOTTE, NORTH CAROLINA 28211

W. TIMOTHY MOREAU *
DANIEL C. MARKS **
TIMOTHY B. GAVIGAN ***

TELEPHONE (704) 362-2919
TELECOPIER (704) 442-2668

* Also licensed in Louisiana
** Also licensed in South Carolina
*** Also a Certified Public Accountant

March 31, 2000

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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of A&J PUBLISHING, INC. into A&J ACQUISITION CORP.

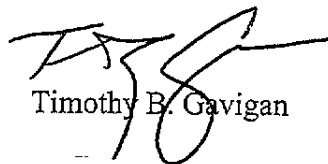
Dear Sir or Madam:

Enclosed for filing with your Office are an original and one (1) copy of the Articles of Merger of A&J PUBLISHING, INC. into A&J ACQUISITION CORP., together with a check in the amount of \$70.00, in payment of the requisite filing fee. After filing, please return a filed copy of the Articles of Merger to the undersigned.

Thank you for your assistance and if you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

MOREAU, MARKS & GAVIGAN, PLLC


Timothy B. Gavigan

FILED
00 APR -5 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TBG
Enclosures

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

A&J PUBLISHING, INC., a Florida corporation, P96000069606.

INTO

A&J ACQUISITION CORP., a North Carolina corporation not qualified in
Florida.

File date: April 5, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
A&J PUBLISHING, INC.
INTO
A&J ACQUISITION CORP.

FILED
00 APR -5 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A&J ACQUISITION CORP. (hereinafter the "Surviving Corporation"), a corporation organized under the laws of the State of North Carolina pursuant to §§607.1105(1) and 607.1107, Florida Statutes, hereby submits these Articles of Merger for the purpose of merging A&J PUBLISHING, INC. (hereinafter the "Merging Corporation"), a corporation organized under the laws of the State of Florida, into the Surviving Corporation:

1. The parties hereto agree to effect this Merger.
2. The corporation to survive the Merger is A&J ACQUISITION CORP., a North Carolina corporation, which shall continue under the name A&J PUBLISHING, INC.
3. The total number of shares of stock of all classes which the parties hereto have authority to issue, have issued, and have voted in favor of the Plan of Merger is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Shares Authorized</u>	<u>Shares Issued</u>	<u>Shares In Favor</u>
Merging Corporation	Common (\$1.00 par value)	7500	200	200
Surviving Corporation	Common (\$no par par value)	100000	3	3

4. The manner and basis of exchanging and converting the issued stock of Merging Corporation is as follows: Each share of issued and outstanding Common Stock (\$1.00 par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.
5. The principal offices of Merging Corporation and Surviving Corporation are located in Charlotte, North Carolina. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.
6. These Articles and the Plan of Merger were duly adopted and approved by the boards of directors and stockholders of Merging Corporation and Surviving Corporation, respectively, in each case by Written Consent of all directors and all stockholders dated the 14th day of March, 2000, in the manner and by the vote required by the Florida Statutes.
7. The Plan of Merger is as follows:
 - 7.1 The Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation and shall not be changed or amended by the Merger.

- 7.2 Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.
- 7.3 The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.
- 7.4 The directors of Surviving Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of Surviving Corporation. The number of directors of Surviving Corporation shall continue to be 2 and are the following persons: Mark K. Moseley and Sheri L. Moseley.
- 7.5 The following officers of Surviving Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the board of directors of Surviving Corporation:

<u>Officer Name</u>	<u>Position</u>
Mark K. Moseley	President
Sheri L. Moseley	Secretary

- 7.6 Each share of issued and outstanding Common Stock (\$1.00 par value) of Merging Corporation shall be converted into one share of Common Stock (no par value) of Surviving Corporation. Upon the surrender of certificates representing shares of Merging Corporation stock by holders thereof, certificates for an equal number of Surviving Corporation stock shall be issued in exchange by Surviving Corporation. Shares of Surviving Corporation Common Stock (no par value) outstanding at the date of this Merger shall, by virtue of the Merger, cease to exist and certificates representing such shares shall be canceled.
- 7.7 On the effective date of the Merger, the separate existence of Merging Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Merging Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.
- 7.8 After approval of this Plan by the shareholders of Merging Corporation and Surviving Corporation, and at any time prior to the Merger's becoming effective, the board of directors of Surviving Corporation may, in their discretion, abandon the Merger.

This the 14 day of March, 2000.

A&J ACQUISITION CORP.

By: Mark K. Moseley
Mark K. Moseley, Chairman

A&J PUBLISHING, INC.

By: Mark K. Moseley
Mark K. Moseley, Chairman