

P96000076641



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 156731 7146642

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pignatelli*

ORDER DATE : March 4, 1999

ORDER TIME : 10:57 AM

ORDER NO. : 156731-010

CUSTOMER NO: 7146642

000002796050--9

CUSTOMER: Mr. Peter A. Savarese  
Michael Harris, P.a.  
Suite 550  
1645 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

ARTICLES OF MERGER

COLLEGE DIRECTORY PUBLISHING  
CORPORATION

INTO

U.LINK, INC.

FILED  
99 MAR -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

RECEIVED  
99 MAR -5 PM 12:15  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COLLEGE DIRECTORY PUBLISHING CORPORATION, a Florida corp.  
P96000076641  
,

INTO

**U.LINK, INC..** a Delaware corporation not qualified in Florida

File date: March 5, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

## ARTICLES OF MERGER

The undersigned corporations, U.Link, Inc. ("U.Link" or the "Surviving Corporation"), a Delaware corporation, and College Directory Publishing Corporation ("CDP"), a Florida corporation (collectively the "Constituent Corporations"), have adopted an Agreement and Plan of Merger as recommended by their Boards of Directors and hereby adopt these Articles of Merger pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Sections 607.0704, 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA") as of this 26th day of February, 1999. The name of the Surviving Corporation is U.Link, a Delaware corporation.

1. Adoption of Agreement. Pursuant to Section 252 of the DGCL, the directors and sole shareholder of U.Link have approved, adopted, certified, executed and acknowledged the Agreement and Plan of Merger as of February 26, 1999 by unanimous consent. Pursuant to Sections 607.0704, 607.1101 and 607.1103 of the FBCA, the directors of CDP by unanimous consent and shareholders of CDP, by written consent of a majority of shares of each class entitled to vote on the Agreement and Plan of Merger, approved adopted, certified, executed and acknowledged the Agreement and Plan of Merger as of February 26, 1999. Notice was provided to nonconsenting shareholders of CDP and those not entitled to vote on the Agreement and Plan of Merger within 10 days of obtaining written consent fairly summarizing the Agreement and Plan of Merger and informing such shareholders of their right to dissent and receive the fair value of their shares upon compliance with further provisions of the FBCA regarding the rights of dissenting shareholders if such right exists. The Agreement and Plan of Merger is attached as Exhibit A hereto.

2. Agreement to Merge. The Constituent Corporations hereby agree that CDP shall be merged with and into U.Link.

3. Effective Date. The merger of the undersigned corporations shall become effective upon the later of the filing of these Articles of Merger with the Florida Secretary of State or filing a Certificate of Merger with the Delaware Secretary of State. Upon the effective date, the one share of U.Link owned by John Rafanello shall become treasury stock.

4. Name of Merged Corporation. The name of the Surviving Corporation shall be U.Link, Inc.

5. Corporate Charter. The Certificate of Incorporation of U.Link shall continue to be the Certificate of Incorporation of the Surviving Corporation as it is presently filed.

6. Agreement. The executed Agreement and Plan of Merger is on file at the principal place of business of U.Link, the Surviving Corporation, located at 1000 Conshohocken Road, 4th Floor, Conshohocken, Pennsylvania, 19428.

7. Manner and Basis for Conversion of Shares. The manner and basis of converting the shares of CDP into shares of U.Link shall be as follows:

(a) Each share of CDP shall become one share of U.Link so that 100 shares of common stock of U.Link shall be issued and outstanding as of the effective date of the merger;

(b) Each share of CDP Class A Preferred Stock shall become one share of U.Link Series A Preferred Stock;

(c) Each share of CDP Class B Preferred Stock shall become one share of U.Link Series B Preferred Stock;

(d) Each share of CDP Class C Preferred Stock shall become one share of U.Link Series C Preferred Stock;

(e) Each share of CDP Class D Preferred Stock shall become one share of U.Link Series D Preferred Stock;

(f) Upon tender of the certificates for each class of capital stock outstanding of CDP, shares of the same class of fully paid and non-assessable capital stock of U.Link, in the ratio of one share of U.Link for each share of CDP, shall be delivered to each shareholder.

8. Shareholder Approval. The undersigned secretary of the Constituent Corporations hereby certifies that the sole shareholder of U.Link adopted the Agreement and Plan of Merger as of February 26, 1999 by unanimous consent and that a majority of each class of CDP entitled to vote on the Agreement and Plan of Merger approved the Agreement and Plan of Merger on February 26, 1999.

WE, THE UNDERSIGNED, HEREBY ACKNOWLEDGE that we have read the foregoing Articles of Merger and affirm and acknowledge under penalty of perjury that the instrument is the act and deed of the corporation, and that all facts contained therein are true and correct.

Dated: February 26, 1999

U.Link, Inc., a Delaware corporation

By: 

John S. Rafanello, President

Attest: 

Michael S. Paul, Secretary

College Directory Publishing Corporation,  
a Florida corporation

By: 

John S. Rafanello, President

Attest: 

Michael S. Paul, Secretary

ULINK\CORP\MERGART-FL

## AGREEMENT AND PLAN OF MERGER

This Agreement is made this 26th day of February, 1999 by and between U.Link, Inc. ("U.Link"), a Delaware corporation, and College Directory Publishing Corporation ("CDP"), a Florida corporation (collectively referred to as the "Constituent Corporations").

WHEREAS, the respective board of directors of the Constituent Corporations deem it advisable that CDP be merged with and into U.Link under the laws of the States of Delaware and Florida in the manner provided therefor pursuant to Section 252 of the Delaware General Corporation Law ("DGCL") and Sections 607.1101 and 607.1103 of the Florida Business Corporation Act (the "FBCA");

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Constituent Corporations have agreed, and do hereby agree, to merger upon the terms and conditions below stated.

1. Adoption of Agreement. Pursuant to Section 252 of the DGCL the directors and sole shareholder of U.Link have approved, adopted, certified, executed and acknowledged the Agreement and Plan of Merger as of February 26, 1999 by unanimous consent. Pursuant to Sections 607.0704, 607.1101 and 607.1103 of the FBCA, the directors of CDP by unanimous consent and shareholders of CDP, by consent of a majority of shares of each class entitled to vote on the Plan of Merger, approved, adopted, certified, executed and acknowledged the Agreement and Plan of Merger as of February 26, 1999. Notice was provided to nonconsenting shareholders and those not entitled to vote on the Agreement and Plan of Merger within 10 days of obtaining written consent fairly summarizing the Agreement and Plan of Merger and informing such stockholders of their right to dissent and receive the fair value of their shares upon compliance with further provisions of the FBCA regarding the rights of dissenting shareholders if such right exists.

2. Agreement to Merge. The Constituent Corporations hereby agree that CDP shall be merged with and into U.Link.

3. Effective Date. The merger of the undersigned corporations shall become effective upon the later of the filing of the Certificate of Merger with the Delaware Department of State or the filing of the Articles of Merger with the Florida Secretary of State. Upon the effective date, the one share of U.Link owned by its stockholder shall become treasury stock.

4. Name of Merged Corporation. The name of the Surviving Corporation shall be U.Link, Inc.

5. Certificate of Incorporation. The Certificate of Incorporation of U.Link shall continue to be the Certificate of Incorporation of the Surviving Corporation as it is presently filed.

6. Agreement. The executed Agreement and Plan of Merger is on file at the principal place of business of U.Link, the Surviving Corporation, located at 1000 Conshohocken Road, 4th Floor, Conshohocken, Pennsylvania, 19428.

7. Manner and Basis for Conversion of Shares. The manner and basis of converting the shares of CDP into shares of U.Link shall be as follows:

(a) Each share of CDP shall become one share of U.Link so that 100 shares of common stock of U.Link shall be issued and outstanding as of the effective date of the merger;

(b) Each share of CDP Class A Preferred Stock shall become one share of U.Link Series A Preferred Stock;

(c) Each share of CDP Class B Preferred Stock shall become one share of U.Link Series B Preferred Stock;

(d) Each share of CDP Class C Preferred Stock shall become one share of U.Link Series C Preferred Stock;

(e) Each share of CDP Class D Preferred Stock shall become one share of U.Link Series D Preferred Stock;

(f) Upon tender of the certificates for each class of capital stock outstanding of CDP, shares of the same class of fully paid and non-assessable capital stock of U.Link, in the ratio of one share of U.Link for each share of CDP, shall be delivered to each shareholder.

8. Shareholder Approval. The undersigned secretary of the Constituent Corporations hereby certifies that the sole shareholder of U.Link adopted the Agreement and Plan of Merger as of February 26, 1999 by consent and that a majority of shares of each class of CDP stock entitled to vote on the Agreement and Plan of Merger, approved the Agreement and Plan of Merger on February 26, 1999.

WE, THE UNDERSIGNED, HEREBY ACKNOWLEDGE that we have read the foregoing Agreement and Plan of Merger and affirm and acknowledge under penalty of perjury that the instrument is the act and deed of the corporation, and that all facts contained therein are true and correct.

Dated: February 26, 1999

U.Link, Inc., a Delaware Corporation

By: 

John S. Rafanello, President

Attest: 

Michael S. Paul, Secretary

College Directory Publishing Corporation,  
a Florida corporation

By: 

John S. Rafanello, President

Attest: 

Michael S. Paul, Secretary

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