

P96000103771

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CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mega Direct, Inc.

Merging INTO: PRIMERET Marketing Services, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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JEFFREY D. BUTTERFIELD

Merger

12-22-98

CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEGA DIRECT, INC., a Florida corporation, P96000103771

INTO

PRIMENET MARKETING SERVICES, INC.. corporation not qualified in Florida

File date: December 21, 1998, effective January 1, 1999

Corporate Specialist: Cheryl Coulliette

FILED

98 DEC 21 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
of
PRIMENET MARKETING SERVICES, INC.
and
MEGA DIRECT, INC.**

These Articles of Merger are executed by PrimeNet Marketing Services, Inc., a Minnesota corporation, as the surviving corporation of the merger with Mega Direct, Inc., a Florida corporation, hereinafter described (the "Merger Transaction"), pursuant to Section 302A.621 ("Merger of Subsidiary into Parent") of the Minnesota Business Corporation Act and Section 607.227 of the Florida General Corporation Act.

**ARTICLE 1
Name of Non-surviving Corporation**

The name of the merging Florida corporation that will not survive the Merger Transaction is **Mega Direct, Inc.** (the "Non-surviving Corporation").

**ARTICLE 2
Name of the Surviving Corporation**

The name of the Minnesota corporation that will survive the Merger Transaction is **PrimeNet Marketing Services, Inc.** (the "Surviving Corporation").

**ARTICLE 3
Plan of Merger**

The Plan of Merger adopted by the Surviving Corporation and the Non-surviving Corporation is attached hereto as Exhibit A and is incorporated by reference herein.

**ARTICLE 4
Effective Time of Merger**

EFFECTIVE DATE
1-1-99

The Merger Transaction described in the attached Plan of Merger shall be effective at 12:01 a.m. on January 1, 1999 (the "Effective Time").

**ARTICLE 5
Approval of the Plan of Merger**

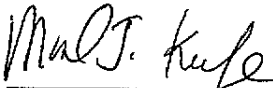
The Plan of Merger attached hereto was approved by the directors of PrimeNet Marketing Services, Inc. and Mega Direct, Inc. in accordance with Section 302A.621 of the Minnesota Statutes and Section 607.227 of the Florida Statutes.

Executed by PrimeNet Marketing Services, Inc. on behalf of all parties to the Merger Transaction as of this 15th day of December 1998.

PrimeNet Marketing Services, Inc.,
a Minnesota corporation

By:

Attest:



Mark J. Keefe
President



Paul E. Kritzer
Secretary

This document was drafted by Paul E. Kritzer, Wisconsin Bar #1006308

PLAN OF MERGER
of
PRIMENET MARKETING SERVICES, INC.
and
MEGA DIRECT, INC.

This Plan of Merger dated as of December 15, 1998, is executed by and between PrimeNet Marketing Services, Inc. ("PrimeNet"), a Minnesota corporation, with its principal office located at 2250 Pilot Knob Road, St. Paul, Minnesota 551203, and Mega Direct, Inc. ("Mega"), a Florida corporation, with its principal office located at 2100 Palmetto Street, Suite A, Clearwater, Florida 33765, pursuant to Section 302A.621 of the Minnesota Business Corporation Act and Section 607.227 of the Florida General Business Corporation Act.

RECITALS

- A. PrimeNet is a wholly-owned subsidiary of Journal Communications, inc., a Wisconsin corporation ("JCI").
- B. Mega is a wholly-owned subsidiary of PrimeNet.
- C. PrimeNet and Mega (the "Constituent Corporations") are duly organized and existing under the laws of Minnesota and Florida.
- D. The Directors of each Constituent Corporation deem it advisable and in the best interest of the Constituent Corporations to merge PrimeNet and Mega, and that PrimeNet be the surviving the corporation following this merger, all as hereinafter set forth.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that the Constituent Corporations shall be merged as follows:

ARTICLE 1
Terms of Merger

1.1 The merger transaction ("Merger Transaction") under this Plan of Merger shall be effective at 12:01a.m., January 1, 1999 (the "Effective Time").

1.2 At the Effective Time, PrimeNet and Mega shall be merged into PrimeNet in accordance with the laws of the States of Minnesota and Florida and the Plan of Merger.

1.3 At the Effective Time, the separate corporate existence of Mega shall cease, and PrimeNet shall be the surviving corporation of the Merger Transaction.

1.4 After the Effective Time, PrimeNet shall possess, enjoy and have

all rights to all of the collective rights, privileges, agreements, immunities, powers, franchises, crossing agreements, contract rights, licenses, easements and authorities of Mega (collectively the "Contract Rights") to the same extent and in the same manner that the Contract Rights were possessed, enjoyed and owned by Mega prior to the Effective Time.

1.5 At the Effective Time, all of the collective property and assets of Mega, of every kind and nature, including without limitation, all real property, tangible and intangible personal property, claims, accounts receivable, debts due, choses in action, tax claim and every other type of property interest of or belong to Mega (the "Transferred Property") shall for all purposes be deemed transferred to and vested in PrimeNet without any further action by either Constituent Corporation or by any other person or entity.

1.6 After the Effective Time, all of the Transferred Property shall be the property of and shall be owned by PrimeNet in the same manner and to the same extent as the Transferred Property was owned by Mega prior to the Effective Time.

1.7 From and after the Effective Time, PrimeNet shall be liable for all of the obligations of Mega of every kind and nature (collectively the "Assumed Liabilities"). PrimeNet hereby assumes and agrees to pay and perform all of the Assumed Liabilities. The rights of creditors of Mega, or of any other person dealing with such corporation, or any lien upon the property of Mega, shall not be impaired or affected by the Merger Transaction. Any claim existing or action of proceeding pending by or against Mega at the Effective Time may be prosecuted to judgment as if the Merger Transaction had not taken place, or PrimeNet may be proceeded against or substituted in place of Mega, as applicable.

1.8 The officers of the Constituent Corporations shall execute and deliver such instruments, documents and agreements and take such actions as may be necessary to (a) carry out the terms of the Plan of Merger and (b) effectively transfer the Transferred Property and Contract Rights to PrimeNet and vest title to the Transferred Property in PrimeNet.

1.9 PrimeNet shall pay all expenses incurred by the Constituent Corporations to carry out the Plan of Merger.

1.10 As a result of PrimeNet being the only shareholder of Mega, no notice to shareholders or action by shareholders is required under Section 302A.621, Minnesota Statutes or Section 607.227, Florida Statutes.

ARTICLE 2 CONVERSION OF SHARES

2.1 PrimeNet has twenty-five thousand (25,000) shares of common stock authorized at a par value of one dollar (\$1.00) per share, of which nine hundred fifty (950) shares are issued and outstanding, all of which are held by Journal Communications, Inc.

2.2 Mega has one thousand (1,000) shares authorized, issued and outstanding, with a par value of one dollar per share (\$1.00) per share, all of which are held by PrimeNet.

2.3 At the Effective Time, all of the issued and outstanding shares of Mega shall be canceled.

2.4 Except as set forth in this Article 2, no cash, securities, shares or other property shall be distributed or issued to JCI or either of the Constituent Corporations in connection with the Plan of Merger or the Merger Transaction.

ARTICLE 3 ARTICLES OF INCORPORATION

3.1 At the Effective Time, the Articles of Incorporation adopted for the surviving corporation shall be the Articles of PrimeNet Marketing Services, Inc.

ARTICLE 4 BYLAWS, OFFICERS AND DIRECTORS

4.1 At the Effective Time, the Officers and Directors of the surviving corporation shall be the officers and directors of PrimeNet Marketing Services, Inc.

4.2 At the Effective Time, the Bylaws adopted for the surviving corporation shall be the Bylaws of PrimeNet Marketing Services, Inc.

In witness whereof, the Constituent Corporations have caused this Plan of Merger to be executed as of the date first set forth above.

**PRIMENET MARKETING SERVICES,
INC.**


Mark J. Keefe
President

MEGA DIRECT, INC.


Mark J. Keefe
President

Attest:


Paul E. Kritzer, Secretary

Attest:


Paul E. Kritzer, Secretary


PRIMENET MARKETING SERVICES, INC.

**Certified Resolution of Board of Directors
December 15, 1998**

The undersigned, Paul E. Kritzer, is the Corporate Secretary of PrimeNet Marketing Services, Inc., a Minnesota corporation, and hereby certifies that the following resolution was adopted by the unanimous written consent of the Board of Directors on December 15, 1998, pursuant to Section 302A.239, Minnesota Business Corporation Act, and that this resolution has not been nullified or amended in any manner and remains in full force and effect as of the date written below:

RESOLVED, that the merger of Mega Direct, Inc., a Florida corporation and a wholly-owned subsidiary, into PrimeNet Marketing Services, Inc. is hereby authorized, pursuant to the Articles of Merger and Plan of Merger that are attached hereto and to Section 302A.621, Minnesota Statutes ("Merging of Subsidiary into Parent"), and Section 607.227, Florida Statutes. This merger shall be effective as of 12:01 a.m., January 1, 1999. The surviving corporation shall be PrimeNet Marketing Services, Inc.

Certified on this 15th day of December, 1998, in Milwaukee, Wisconsin.


Paul E. Kritzer, Secretary

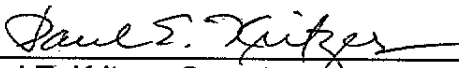
MEGA DIRECT, INC.

**Certified Resolution of Board of Directors
December 15, 1998**

The undersigned, Paul E. Kritzer, is the Corporate Secretary Mega Direct, Inc., a Florida corporation, and hereby certifies that the following resolution was adopted by the unanimous written consent of the Board of Directors on December 15, 1998, pursuant to Section 607.0821, Florida Business Corporation Act, and that this resolution has not been nullified or amended in any manner and remains in full force and effect as of the date written below:

RESOLVED, that the merger of Mega Direct, Inc., a wholly-owned subsidiary, into its parent corporation, PrimeNet Marketing Service, Inc., is hereby authorized, pursuant to the Articles of Merger and Plan of Merger that are attached hereto and Section 302A.621 of the Minnesota Statutes and Section 607.227 of the Florida Statutes. This merger shall be effective as of 12:01 a.m., January 1, 1999. The surviving corporation shall be PrimeNet Marketing Services, Inc.

Certified on this 15th day of December, 1998, in Milwaukee, Wisconsin.


Paul E. Kritzer, Secretary