

04/21/97 14:00 FAX

KIRK PINKERTON

001

4/21/97
2:49 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000006450 5))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
071670002600

ACCT#:

CONTACT: JUDY ROSENFELD
PHONE: (941)364-2409
(941)364-2490

FAX #:

NAME: CATALOG MARKETING SERVICES, INC.

AUDIT NUMBER.....H97000006450

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

97 APR 21 AM 8:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/2

Merge

RECEIVED
97 APR 21 PM 3:24
CORPORATION DIVISION

ARTICLES OF MERGER
Merger Sheet

MERGING:

CATALOG MARKETING SERVICES, LTD., a North Carolina corporation not
qualified in Florida

INTO

CATALOG MARKETING SERVICES, INC., a Florida corporation,
P97000023847

File date: April 21, 1997

Corporate Specialist: Steven Harris

ARTICLES OF MERGER
OF
CATALOG MARKETING SERVICES, LTD.
INTO
CATALOG MARKETING SERVICES, INC.

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), and Sections 55-11-01 and 55-11-05 of Chapter 55 of the North Carolina Business Corporation Act (the "North Carolina Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Catalog Marketing Services, Ltd., a North Carolina corporation ("Merged Corporation"), into Catalog Marketing Services, Inc., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Catalog Marketing Services, Ltd.	North Carolina
Catalog Marketing Services, Inc.	Florida

2. The laws of the State of Florida and the State of North Carolina permit this Merger.

3. The name of the Surviving Corporation is Catalog Marketing Services, Inc., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on March 17, 1997. The Plan was submitted to the Shareholders of Surviving Corporation. 1,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation were entitled to vote on the Plan, and all of such 1,000 shares voted to approve the Plan on March 17, 1997. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on March 17, 1997. The Plan was submitted to the Shareholders of Merged Corporation. 1,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation were entitled to vote on the Plan, and all of such 1,000 shares voted to approve the Plan on March 17, 1997. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the North Carolina Act. No shares voted against the Plan.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton, P.A.
720 S. Orange Ave.
Sarasota, FL 34236
(941) 364-2481
Atty. Bar #436879

FAX AUDIT #H97-6450

FILED
97 APR 21 AM 8:08
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

FAX AUDIT #H97-6450

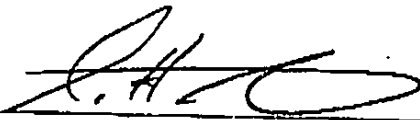
7. This merger shall become effective upon filing.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the Secretary and President of Surviving Corporation and the Secretary and President of Merged Corporation.

Attest:

SURVIVING CORPORATION:

CATALOG MARKETING SERVICES, INC., a
Florida corporation

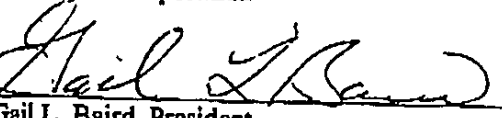

Scott Baird, Secretary

By: 
Gail L. Baird, President

MERGED CORPORATION:

CATALOG MARKETING SERVICES, LTD., a
North Carolina corporation


Scott Baird, Secretary

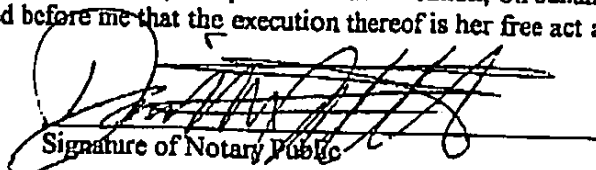
By: 
Gail L. Baird, President

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of March, 1997, by Gail L. Baird, as President of Catalog Marketing Services, Inc., a Florida corporation, and as President of Catalog Marketing Services, Ltd., a North Carolina corporation, who [☒] is personally known to me, or [☐] has produced identification, on behalf of said corporations and who acknowledged before me that the execution thereof is her free act and deed.




Signature of Notary Public

DAVID M. SILBERSTEIN
Print Name of Notary Public and Affix Seal

My Commission Expires: _____

FAX AUDIT #H97-6450

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged before me this 18th day of March, 1997, by Scott Baird, as Secretary of Catalog Marketing Services, Inc., a Florida corporation, and as Secretary of Catalog Marketing Services, Ltd., a North Carolina corporation, who [☒] is personally known to me, or [☐] has produced identification, on behalf of said corporations and who acknowledged before me that the execution thereof is his free act and deed.

Catherine Keegan

Signature of Notary Public

CATHERINE KEEGAN
Notary Public, New York

Print Name of Notary Public and Affix Seal

My Commission Expires: Dec. 31, 1997

G:\DOCUMENTS\DMSCATALOG\ART

FAX AUDIT #H97-6450

EXHIBIT A

FAX AUDIT #H97-6450

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization are made and entered into this 18 day of March, 1997, by and between Catalog Marketing Services, Inc., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Catalog Marketing Services, Ltd., a North Carolina corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on March 17, 1997, with an authorized capital stock of 100,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding and owned by Gail L. Baird.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of North Carolina, having its Articles of Incorporation filed October 29, 1985, with an authorized capital stock of 100,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding and owned by Gail L. Baird.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act") and Chapter 55 of the North Carolina Business Corporation Act (the "North Carolina Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Catalog Marketing Services, Inc., a Florida corporation.
- (b) Catalog Marketing Services, Ltd., a North Carolina corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Catalog Marketing Services, Inc., a Florida corporation.

FILED
APR 21 AM 8:04
TALLAHASSEE, FLORIDA

FAX AUDIT #H97-6450

FAX AUDIT #H97-6450

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, each one (1) share of common stock of Merged Corporation shall be converted into one (1) share of common stock of Surviving Corporation, and all shares of Merged Corporation shall be deemed canceled.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon filing.

FAX AUDIT #H97-6450

FAX AUDIT #H97-6450

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation, title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the Secretary and President of Surviving Corporation and the Secretary and President of Merged Corporation.

Attest:

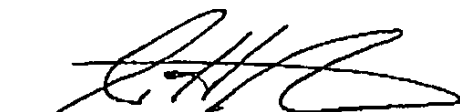
SURVIVING CORPORATION:

CATALOG MARKETING SERVICES, INC., a
Florida corporation
Scott Baird, Secretary

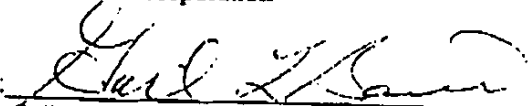
By:


Gail L. Baird, President

MERGED CORPORATION:

CATALOG MARKETING SERVICES, LTD., a
North Carolina corporation
Scott Baird, Secretary

By:

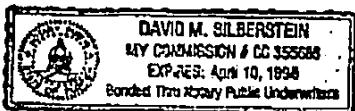

Gail L. Baird, President

FAX AUDIT #H97-6450

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17 day of March, 1997, by Gail L. Baird, as President of Catalog Marketing Services, Inc., a Florida corporation, and as President of Catalog Marketing Services, Ltd., a North Carolina corporation, who [☒] is personally known to me, or [] has produced identification, on behalf of said corporations and who acknowledged before me that the execution thereof is her free act and deed.



[Signature]
Signature of Notary Public

DAVID M. SILBERSTEIN

Print Name of Notary Public and Affix Seal

My Commission Expires: _____

STATE OF New YorkCOUNTY OF New York

The foregoing instrument was acknowledged before me this 17th day of March, 1997, by Scott Baird, as Secretary of Catalog Marketing Services, Inc., a Florida corporation, and as Secretary of Catalog Marketing Services, Ltd., a North Carolina corporation, who [☒] is personally known to me, or [] has produced identification, on behalf of said corporations and who acknowledged before me that the execution thereof is his free act and deed.

[Signature]
Signature of Notary Public

CATHERINE MORGAN
Notary Public, State of New York

Print Name of Notary Public and Affix Seal

My Commission Expires: _____