

# P97000042738

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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DATE: 8 / 7

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-08/07/00--01114--010

\*\*\*\*245.00 \*\*\*\*245.00

Corporation(s) Name

American Media Distribution & Marketing Group, Inc.

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign  
☐ LLC

☐ Dissolution  
☐ Withdrawal

☐ Other

☐ Limited Partnership  
☐ Reinstatement  
☐ UCC ☐ 1 or ☐ 3

☐ UBR  
☐ Fictitious Name

☐ Other  
☐ Ch. RA

\*\*\*Special Instructions\*\*

☒ Certified Copy  
☐ Photocopies  
☐ CUS  
☐ Parts/amends/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

RECEIVED  
00 AUG - 7 PM 1:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Please Return Filed Stamped  
Copies To:

Jeffrey Butterfield

Thank You!

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMERICAN MEDIA MARKETING, INC., a Florida corporation P97000042738  
FAIRVIEW PRINTING, INC., a Florida corporation H49028  
HEALTH XTRA, INC., a Florida corporation P98000056465  
MARKETING SERVICES, INC., a Delaware corporation not authorized to  
transact business in Florida  
RETAIL MARKETING NETWORK, INC., a Delaware corporation not authorized  
to transact business in Florida  
BIOCIDE, INC., a Delaware corporation not authorized to transact business in  
Florida

INTO

**AMERICAN MEDIA DISTRIBUTION & MARKETING GROUP, INC.,** a  
Delaware corporation not qualified in Florida.

File date: August 7, 2000

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED  
00 AUG -7 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation is:

American Media Distribution & Marketing Group, Inc. Delaware

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Fairview Printing, Inc.	Florida
Health Xtra, Inc.	Florida
Marketing Services, Inc.	Delaware
Retail Marketing Network, Inc.	Delaware
American Media Marketing, Inc.	Florida
Biocide, Inc.	Delaware

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on July 22, 2000 and shareholder approval was not required.

**Sixth:** The plan of Merger was adopted by the board of directors of the merging corporations on July 22, 2000 and shareholder approval was not required.

### **Seventh: SIGNATURES FOR EACH CORPORATION**

Fairview Printing, Inc.	By: <u>[Signature]</u> Scott Price	Its: <u>VP+GC</u>
Health Xtra, Inc.	By: <u>[Signature]</u> Scott Price	Its: <u>VP+GC</u>
Marketing Services, Inc.	By: <u>[Signature]</u> Scott Price	Its: <u>VP+GC</u>
Retail Marketing Network, Inc.	By: <u>[Signature]</u> Scott Price	Its: <u>VP+GC</u>

American Media Marketing, Inc. By: Scott Price Its: VP+GC

Biocide, Inc. By: Scott Price Its: VP+GC

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of July 22, 2000, by and among FAIRVIEW PRINTING, INC., a Florida corporation, HEALTH XTRA, INC., a Florida corporation, MARKETING SERVICES, INC., a Delaware corporation, RETAIL MARKETING NETWORK, INC., a Delaware corporation, AMERICAN MEDIA MARKETING, INC., a Florida corporation and BIOCIDE, INC., a Delaware corporation (collectively, the "Companies") and AMERICAN MEDIA DISTRIBUTION & MARKETING GROUP, INC., a Delaware corporation ("AMD").

WHEREAS, the respective Boards of Directors of the Companies and AMD have declared this Agreement to be advisable and determined that the merger of each of the Companies with and into AMD (the "Merger"), in accordance with the General Corporation Law of the State of Delaware (the "GCL") or the Florida General Corporation Act (the "GCA"), as applicable, and upon the terms and subject to the conditions set forth in this Agreement, would be fair to and in the best interests of their respective stockholders, and such Boards of Directors have approved such Merger;

WHEREAS, all of the issued and outstanding Common Stock of each of the Companies (the "Shares"), is owned by American Media Operations, Inc. or an affiliate thereof.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth herein, the Companies and AMD agree as follows:

SECTION 1.1. The Merger. Upon the terms and subject to the satisfaction or waiver of the conditions hereof, and in accordance with the applicable provisions of this Agreement and the GCL or GCA, as applicable, at the Effective Time (as defined in Section 1.2) each of the Companies shall be merged with and into AMD. Following the Merger, the separate corporate existence of each of the Companies shall cease and AMD shall continue as the surviving corporation (the "Surviving Corporation").

SECTION 1.2. Effective Time. As soon as practicable after the date hereof, AMD shall execute in the manner required by the GCL or GCA, as applicable and deliver to the Secretary of State of the State of Delaware or State of Florida, as applicable, a duly executed certificate of merger, and the parties shall take such other further actions as may be required by law to make the Merger effective. The time the Merger becomes effective in accordance with applicable law is referred to as the "Effective Time."

SECTION 1.3. Effects of the Merger. The Merger shall have the effects set forth in applicable provision of the GCL or GCA.

SECTION 1.4. Certificate of Incorporation and By-Laws of the Surviving Corporation.

(a) The certificate of incorporation of AMD, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The by-laws of AMD in effect at the Effective Time shall be the by-laws of the Surviving Corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

SECTION 1.5. Directors. Subject to applicable law, the directors of AMD immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

SECTION 1.7. Officers. The officers of AMD immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

SECTION 1.8. Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of AMD, the Companies or the holders of Shares, each Share issued and outstanding immediately prior to the Effective Time, which Shares, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and retired and shall cease to exist with no payment being made with respect thereto.

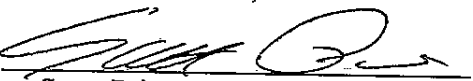
SECTION 1.9. Effectiveness. This Agreement shall become effective upon its execution by the parties listed on the signature page hereof.

SECTION 1.10. Governing Law. This Agreement and the rights and obligations of the Parties shall be governed by, and construed and interpreted in accordance with, the laws of Delaware.


SECTION 1.11. Counterparts. This Agreement may be executed by one or more of the parties on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. This Agreement may be delivered by facsimile transmission of the relevant signature pages hereof.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered by their respective proper and duly authorized officers on the date first written above.


AMERICAN MEDIA DISTRIBUTION & MARKETING GROUP, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel

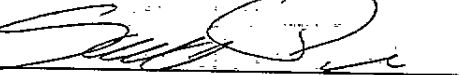
FAIRVIEW PRINTING, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel


HEALTH XTRA, INC.

By:   
Name: Scott Price  
The: Vice President & General Counsel

MARKETING SERVICES, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel

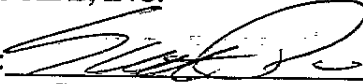
RETAIL MARKETING NETWORK, INC.

By:   
Name: Scott Price  
Title: Vice President & General Counsel

AMERICAN MEDIA MARKETING, INC.

By:   
Name: Scott Price  
The: Vice President & General Counsel

BIOCIDE, INC.

By: 

Name: Scott Price

The: Vice President & General Counsel