

P97000050924

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MEDIA REPORTS/SOUTHEAST, INC., an Alabama corporation (not qualified to
transact business in Florida)

INTO

MEDIA REPORTS/SOUTHEAST, INC., a Florida corporation, P97000050924.

File date: July 16, 1997 , effective July 17, 1997

Corporate Specialist: Louise Flemming-Jackson

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

July 2, 1997

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

State of Florida
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002230329--2
-07/03/97--01109--007
*****70.00 *****70.00

Re: Articles of Merger of Media Reports/Southeast, Inc., an
Alabama Corporation, and Media Reports/Southeast, Inc., a
Florida Corporation

Dear Sir/Madam:

Please find enclosed for filing an original and one copy of the
Articles of Merger with attached Agreement of Merger and Plan of
Reorganization. In addition we have enclosed our check in the amount
of \$70.00 to cover the cost of filing of the Articles. I would appre-
ciate your date stamping the enclosed copy and returning it to our
office.

Should you have any questions, please do not hesitate to contact
me.

Sincerely,

Randell Miller

Randell Miller

RM/bja
Enclosures

EFFECTIVE DATE

7-17-97

FILED
97 JUL 16 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
LFS 7-16-97

~~*787,561,671*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1997

Randell Miller, Esquire
% HINES & ASSOCIATES, P.A.
315 South Hyde Park Avenue
Tampa, FL 33606

SUBJECT: MEDIA REPORTS/SOUTHEAST, INC.
Ref. Number: P97000050924

We have received your document for MEDIA REPORTS/SOUTHEAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 297A00035621

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
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July 14, 1997

FEDERAL EXPRESS NO: 2254978880

Division of Corporations
Florida Department of State
Neil Kirkman Building
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Media Reports/Southeast Inc.
Reference No: P97000050924

Dear Sir or Madam:

We are in receipt of your letter dated July 10, 1997 wherein you have indicated that the Articles of Merger did not contain the date of Adoption of the Plan of Merger by the Shareholders, or by the Board of Directors.

I believe that a reading of Paragraph 2 of the Articles of Merger clearly indicates that the Board of Directors adopted the Plan of Merger on June 19, 1997; and I quote "The Agreement of Merger and Plan of Reorganization dated the 19th day of June, 1997 pursuant to which Media 1 shall be merged with and into Media 2 (the "Merger") was adopted by the Board of Directors of Media 1 and Media 2 by Written Consent dated June 19, 1997".

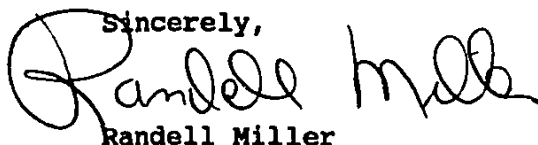
In addition, I thought it was also clear. but perhaps not, that the Shareholders who happens to be the same individuals as the Board of Directors also voted and adopted on the Plan of Merger on the same date of June 19th. However, since this was not clear, I have added this to Paragraph 5 in the Articles of Merger.

I trust that with above minor revision that the Articles of Merger can now be filed. As your letter dated July 10th, (copy attached), indicates our firm did enclose a check of Seventy Dollars (\$70.00) and I assume that the Department retained that check since it was not included in the correspondence provided me.

Florida Department of State
Re: Media Reports/Southeast Inc.
July 14, 1997
Page Two

For your convenience we have enclosed an additional copy of the Articles of Merger which we would appreciate your stamping as filed and returning it to our office. Should you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Randell Miller". The signature is written in a cursive, flowing style. The first name "Randell" is written with a large, prominent "R" that loops around the first few letters. The last name "Miller" is written in a similar cursive style, with a large "M" and a long, sweeping tail on the "l".

Randell Miller

RM:sc
Enclosures

EFFECTIVE DATE

7-17-97

ARTICLES OF MERGER

OF MEDIA REPORTS/SOUTHEAST, INC., an Alabama Corporation,
AND MEDIA REPORTS/SOUTHEAST, INC., a Florida Corporation

FILED

97 JUL 16 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 and 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Media Reports/Southeast, Inc. ("Media 1"), an Alabama corporation shall be merged with and into Media Reports/Southeast, Inc. ("Media 2"), a Florida corporation, which shall be the surviving corporation.

2. The Agreement of Merger and Plan of Reorganization dated the 19th day of June, 1997 pursuant to which Media 1 shall be merged with and into Media 2 (the "Merger") was adopted by the Board of Directors of Media 1 and Media 2 by Written Consent dated June 19, 1997, said Agreement of Merger and Plan of Reorganization is incorporated herein by reference as Exhibit "A" hereto.

3. The total issued and outstanding capital stock of Media 1 consists of 550 shares of common stock, par value \$.10.

4. The total issued and outstanding capital stock of Media 2 consists of 550 shares of common stock, par value \$.10.

5. Stockholders holding 550 shares of the outstanding stock of each corporation voted for the Agreement of Merger and Plan of Reorganization, said shares representing all of the outstanding shares of stock of each corporation; said vote occurring on June 19, 1997.

6. Media 2 has complied with all applicable provisions of the Florida Business Corporation Act with respect to this Merger.

7. The Articles of Incorporation of Media 1, an Alabama corporation, were filed in Mobile County, Alabama.

8. The Merger shall become effective at 12:01 a.m. on July 17, 1997 (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the corporations by their authorized officers as of the 17 day of June, 1997.

(CORPORATE SEAL)

Attest:

Janice A. Evans
Janice A. Evans, Secretary

MEDIA REPORTS/SOUTHEAST, INC.
An Alabama Corporation

By: William G. Evans
William G. Evans, President

(CORPORATE SEAL)

Attest:

Janice A. Evans
Janice A. Evans, Secretary

MEDIA REPORTS/SOUTHEAST, INC.
A Florida Corporation

By: William G. Evans
William G. Evans, President

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 27th day of June, 1997, before me the undersigned officer, personally appeared, Janice A. Evans, Secretary of Media Reports/Southeast, Inc., an Alabama corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

[☒] is not personally known to me, but provided Driver's License No. 205-24-8072 as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/~~did not~~ (Circle One) take an oath.

Janice Dixon
Notary Public (Signature)

Janice Dixon
Notary Public (Printed Name)

Notary Public, Richmond County, Georgia
My Commission Expires December 6, 1999

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 27th day of June, 1997, before me the undersigned officer, personally appeared, William G. Evans, President of Media Reports/Southeast, Inc., an Alabama corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

[☒] is not personally known to me, but provided Driver's License No. 198-34536 as proof that he is the individual

described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.

Janice Dixon
Notary Public (Signature)

Janice Dixon
Notary Public (Printed Name)

Notary Public, Richmond County, Georgia
My Commission Expires December 8, 1999

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 27th day of June, 1997, before me the undersigned officer, personally appeared, Janice A. Evans, Secretary of Media Reports/Southeast, Inc., a Florida corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger; and who did/did not (Circle One) take an oath.

☒ is not personally known to me, but provided Driver's License No. 205-24-8072 as proof that she is the individual described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.

Janice Dixon
Notary Public (Signature)

Janice Dixon
Notary Public (Printed Name)

Notary Public, Richmond County, Georgia
My Commission Expires December 8, 1999

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 27th day of June, 1997, before me the undersigned officer, personally appeared, William G. Evans, President of Media Reports/Southeast, Inc., a Florida corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Merger, and who did/did not (Circle One) take an oath.

☒ is not personally known to me, but provided Driver's License No. 198-24-5236 as proof that he is the individual

described in, and who executed, the foregoing Articles of Merger and who did/did not (Circle One) take an oath.

Janice Dixon

Notary Public (Signature)

Janice Dixon

Notary Public (Printed Name)

Notary Public, Richmond County, Georgia
My Commission Expires December 8, 1998

EXHIBIT "A"

**AGREEMENT OF MERGER
AND PLAN OF REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION (this "Agreement") is entered into this 19 day of June, 1997, by and between MEDIA REPORTS/SOUTHEAST, INC., an Alabama corporation (hereinafter referred to as "Media 1"), and MEDIA REPORTS/SOUTHEAST, INC., a Florida corporation (hereinafter referred to as "Media 2").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Media 1 and Media 2 have resolved, pursuant to the Code of Alabama, 1975 and the Florida Business Corporation Act that Media 1 be merged into a single corporation existing under the laws of the State of Florida, to wit, Media 2, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of Media 1 consists of Five Thousand (5,000) shares of common stock with a par value of Ten Cents (\$.10) per share (hereinafter referred to as the "Media 1 Common Stock"), of which Five Hundred Fifty (550) shares are issued and outstanding; and

WHEREAS, the authorized capital stock of Media 2 consists of Five Thousand (5,000) shares of common stock with a par value of Ten Cents (\$.10) per share (hereinafter referred to as the "Media 2 Common Stock"), of which Five Hundred Fifty (550) shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Media 1 and Media

2 have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties hereto agree as follows:

1. Stockholders Meetings; Filings; Effects of Merger.

1.1 Media 1 Stockholders Meeting. Media 1 shall call a meeting of the stockholders to be held in accordance with the Alabama general statutes at the earliest practical date, upon due notice thereof to the stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Stockholders of Media 2. On or before June 19, 1997, the stockholders of Media 2 shall adopt this Agreement in accordance with the Florida Business Corporation Act.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Media 1 in accordance with the Alabama general statutes, (b) this Agreement has been adopted by the stockholders of Media 2 in accordance with the Florida Business Corporation Act, and (c) this Agreement is not thereafter and has not theretofore been terminated, then Articles of Merger shall be filed and recorded in accordance with the Alabama general statutes and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act. Such filings shall be made on the same date. The merger provided for herein shall become effective at 12:01 a.m. on July 17, 1997, which date and time are hereinafter referred to as the "Effective Date".

1.4 Certain Effects of Merger. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the corporations. The rights,

privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the corporations existing as of the Effective Date.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Media Reports/Southeast, Inc.

2.2 Articles of Incorporation. The Articles of Incorporation of Media 2 as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Media 2, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Stock.

The manner and basis of converting the shares of the capital stock of Media 1 and the nature and amount of stock of Media 2 which the holders of shares of Media 1 stock, are to receive in exchange for

such shares are as follows:

3.1 Media 1 Common Stock. Each one (1) share of Media 1 Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of Media 2 Common Stock, and outstanding certificates representing shares of Media 1 Common Stock shall thereafter represent shares of Media 2 Common Stock. Such certificates shall be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares in Media 2.

4. Miscellaneous.

The Boards of Directors of Media 1 and Media 2 adopted this Agreement on the 19 of June, 1997.

IN WITNESS WHEREOF, this Agreement has been executed by Media Reports/Southeast, Inc., an Alabama corporation, and Media Reports/Southeast, Inc., a Florida corporation, all on the date first above written.

(CORPORATE SEAL)

Attest:

Janice A. Evans
Janice A. Evans, Secretary

(CORPORATE SEAL)

Attest:

Janice A. Evans
Janice A. Evans, Secretary

MEDIA REPORTS/SOUTHEAST, INC.
An Alabama Corporation

By: William G. Evans
William G. Evans, President

MEDIA REPORTS/SOUTHEAST, INC.
A Florida Corporation

By: William G. Evans
William G. Evans, President

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 19 day of June, 1997, before me the undersigned officer, personally appeared, Janice A. Evans, Secretary of Media Reports/Southeast, Inc., an Alabama corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Agreement and who did/did not (Circle One) take an oath.

[X] is not personally known to me, but provided Driver's License No. 205248072 as proof that she is the individual described in, and who executed, the foregoing Agreement and who did/did not (Circle One) take an oath.


Notary Public (Signature)

JACQUELINE T. JONES
Notary Public (Printed Name)

MY COMMISSION EXPIRES
APRIL 11, 2000

STATE OF GEORGIA

COUNTY OF COLUMBIA

On this 19 day of June, 1997, before me the undersigned officer, personally appeared, William G. Evans, President of Media Reports/Southeast, Inc., an Alabama corporation, who:

[] is personally known to me to be the individual described in, and who executed, the foregoing Agreement and who did/did not (Circle One) take an oath.

[X] is not personally known to me, but provided Driver's License No. 198245236 as proof that he is the individual described in, and who executed, the foregoing Agreement and who did/did not (Circle One) take an oath.


Notary Public (Signature)

JACQUELINE T. JONES
Notary Public (Printed Name)

MY COMMISSION EXPIRES
APRIL 11, 2000

STATE OF GEORGIA

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Notary Public (Signature)

JACQUELINE T. JONES
Notary Public (Printed Name)

MY COMMISSION
EXPIRES
APRIL 11, 2000

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COUNTY OF COLUMBIA

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Notary Public (Signature)

JACQUELINE T. JONES
Notary Public (Printed Name)

MY COMMISSION EXPIRES
APRIL 11, 2000