

V16098

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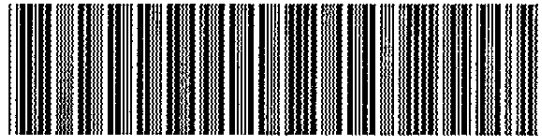
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EFFECTIVE DATE

12-31-02

RECEIVED  
02 DEC 30 AM 11:32  
DIVISION OF CORPORATION

FILED  
02 DEC 30 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

T BROWN DEC 31 2002

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Preprint Publishing Company

Signature \_\_\_\_\_

Requested by \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- ☒ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy *x2* \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing *Showing Survival of the merger* \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PREPRINT SALES COMPANY, INC., a Missouri entity, 841386

INTO

**PREPRINT PUBLISHING COMPANY, INC.**, a Florida entity, V16098

File date: December 30, 2002, effective December 31, 2002

Corporate Specialist: Terésa Brown

EFFECTIVE DATE

12-31-02

FILED  
02 DEC 30 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF MERGER  
BY AND BETWEEN  
PREPRINT PUBLISHING COMPANY, INC. and PREPRINT SALES COMPANY, INC.,  
WITH  
PREPRINT PUBLISHING COMPANY, INC.  
AS THE SURVIVING CORPORATION**

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 22 day of December, 2002, by and between PREPRINT PUBLISHING COMPANY, INC., a Florida corporation, and PREPRINT SALES COMPANY, INC., a Missouri corporation, with their principal offices located at 6900 Southpoint Drive North, Suite 300, Jacksonville, Florida 32216. In this Agreement, Preprint Publishing Company, Inc., and Preprint Sales Company, Inc., are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation." Preprint Publishing Company, Inc., may also be referred to as the "Surviving Corporation," and Preprint Sales Company, Inc., may be referred to as the "Disappearing Corporation."

**WITNESSETH:**

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally for the welfare of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation, as authorized by Florida Statutes, and by the General and Business Corporation Law of Missouri, all pursuant to the terms and conditions set forth in this Agreement and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended (the "Merger").

NOW, THEREFORE, the Constituent Corporations, between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Corporation into the Surviving Corporation, pursuant to the laws of the State of Florida and Missouri, and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

**ARTICLE I  
Constituent Corporations**

The Constituent Corporations are:

(a) PREPRINT PUBLISHING COMPANY, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of Florida on February 24, 1992 under the name "Preprint Publishing Company, Inc.," which has an authorized capitalization consisting of 5,000 shares of common stock, with a par value of \$1.00 per share, of which 1,000 shares of common stock are presently issued and outstanding, which shall be the Surviving Corporation.

(b) PREPRINT SALES COMPANY, INC., a corporation duly organized and validly existing under the laws of the State of Missouri, by its Articles of Incorporation, which were filed with the Department of State of Missouri, on November 3, 1976, under the name of "Preprint Sales Company, Inc.," which has an authorized capitalization consisting of 30,000 shares of common stock, with a par value of \$1.00 per share, of which 30,000 shares of common stock are presently issued and outstanding, which shall be the Disappearing Corporation.

## ARTICLE II

### Merger

On the effective date of the Merger, the Disappearing Corporation shall be merged with and into Preprint Publishing Company, Inc. Upon the approval of this Agreement by the Secretary of State of the State of Florida and the Secretary of State of the State of Missouri, and the payment of all fees and taxes required by the laws of the State of Florida and the State of Missouri, this Agreement shall be filed with the Secretaries of State of the States of Florida and Missouri. The Merger shall be effective, and the separate existence of the Disappearing Corporation shall cease (except as continued by statute) as of December 31, 2002 (the "Effective Date"). Preprint Publishing Company, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

## ARTICLE III

### Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective date of the Merger, shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the Merger.

## ARTICLE IV

### Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation is as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Disappearing Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into .0083333 shares of Preprint Publishing Company, Inc.

Each outstanding certificate representing shares of common stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which the shares of the Disappearing Corporation shall have been converted pursuant to this Article.

## ARTICLE V Terms and Conditions

Additional terms and conditions of the Merger are as follows:

(a) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall continue to be the Bylaws of the Surviving Corporation.

(b) The sole director of the Surviving Corporation after the Merger, who shall serve until his successor has been duly elected or appointed, or until his earlier death, resignation or removal, is:

Andrew J. Gleydura

(c) The principal officers of the Surviving Corporation after the Merger, who shall hold office until his successors have been duly elected or appointed or until his earlier death, resignation or removal, and his respective offices, are as follows:

Andrew J. Gleydura

President, Secretary and Treasurer

(d) The principal office of the Surviving Corporation shall be 6900 Southpoint Drive North, Suite 300, Jacksonville, Florida 32216. The name and address of the Registered Agent shall be:

Andrew J. Gleydura  
6900 Southpoint Drive North  
Jacksonville, Florida 32216

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation, or the Surviving Corporation, shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI  
Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporation and all property, real, personal and mixed, and all debts due to the said Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Corporations, attach to and be assumed by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII  
Authorization of Merger

The Board of Directors of each of the Constituent Corporations met, and by resolution adopted by a unanimous vote of the members of such boards approved the Plan of Merger set forth in these Articles.

The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the Constituent Corporations, and at such meeting the following votes were recorded:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number Voting For Plan</u>	<u>Number Voting Against Plan</u>
Preprint Publishing Company, Inc.	1,000	1,000	-0-
Preprint Sales Company, Inc.	30,000	30,000	-0-

ARTICLE VIII  
Compliance With Legal Requirements

If the Surviving Corporation is to be governed by the laws of any state other than Missouri, the Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:

6900 Southpoint Drive, North  
Jacksonville, Florida 32216

All provisions of the laws of the State of Florida and the State of Missouri applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretaries of State of the States of Florida and Missouri.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed on their behalf by their respective Presidents, adopted this 27 day of December, 2002, effective the 31<sup>st</sup> day of December, 2002.

CORPORATE SEAL

PREPRINT PUBLISHING COMPANY, INC.

ATTEST:

By:                     

Andrew J. Gleydura, President

                      
Secretary or Assistant Secretary

CORPORATE SEAL

PREPRINT SALES COMPANY, INC.

ATTEST:

By:                     

Andrew J. Gleydura, President

                      
Secretary or Assistant Secretary

State of Florida

County of Duval

I, JOHN S. BALL, a Notary Public, do hereby certify that on December 27, 2002, personally appeared before me Andrew J. Gleydura who being by me first duly sworn, declared that he is the President of Preprint Publishing Company, Inc., that he signed the foregoing documents as President of the corporation, and that the statements therein contained are true.

(Notary Seal or Stamp)



John S. Ball  
MY COMMISSION # CC897112 EXPIRES  
December 20, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

John S. Ball  
Notary Public

My commission expires \_\_\_\_\_  
My County of Commission \_\_\_\_\_

State of Florida

County of Duval

I, JOHN S. BALL, a Notary Public, do hereby certify that on December 27, 2002, personally appeared before me Andrew J. Gleydura who being by me first duly sworn, declared that he is the President of Preprint Sales Company, Inc., that he signed the foregoing documents as President of the corporation, and that the statements therein contained are true.

(Notary Seal or Stamp)



John S. Ball  
MY COMMISSION # CC897112 EXPIRES  
December 20, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

John S. Ball  
Notary Public

My commission expires \_\_\_\_\_  
My County of Commission \_\_\_\_\_