

File Second **H50550**



ACCOUNT NO. : 072100000032  
REFERENCE : 409717 4332209  
AUTHORIZATION :  
COST LIMIT : \$ ~~100.00~~ **148.<sup>75</sup>**

FILED  
99 OCT 13 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 12, 1999  
ORDER TIME : 9:59 AM  
ORDER NO. : 409717-010  
CUSTOMER NO: 4332209

*Merger*

CUSTOMER: Ms. Joanne Drogemuller.  
The Thomson Corporation  
One Station Place  
Metro Center  
Stamford, CT 06902

300003013353--9

*connected to  
H50550*

ARTICLES OF MERGER

LIVE OAK PUBLICATIONS INC.  
MADISON NEWSPAPERS INC.  
JASPER NEWSPAPERS INC.

INTO

RICKETSON NEWSPAPERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

RECEIVED  
99 OCT 13 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*DR*  
10/13/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LIVE OAK PUBLICATIONS, INC., a Florida corporation 625920  
JASPER NEWSPAPERS, INC., a Florida corporation H50554  
MADISON NEWSPAPERS, INC., a Florida corporation H50550

INTO

**RICKETSON NEWSPAPERS, INC.**, a Delaware corporation not qualified in  
Florida

File date: October 13, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 148.75

ARTICLES OF MERGER

OF

LIVE OAK PUBLICATIONS INC.  
MADISON NEWSPAPERS INC.  
JASPER NEWSPAPERS INC.

AND

RICKETSON NEWSPAPERS, INC.

FILED  
99 OCT 13 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan and Agreement of Merger for merging Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc. with and into Ricketson Newspapers, Inc.

Plan and Agreement of Merger entered into on October 11, 1999 by Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc., business corporations of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on October 11, 1999 by Ricketson Newspapers Inc., a business corporation of the State of Delaware, and approved by resolution by its Board of Directors on said date.

WHEREAS the total number of shares of stock issued are as follows:

<u>Company Issued</u>	<u>Authorized</u>	<u>Par Value</u>
Live Oak Publications Inc.	750 Common	\$10.00
Madison Newspapers Inc.	7,000 Common	\$1.00
Jasper Newspapers Inc.	7,000 Common	\$1.00

WHEREAS the total number of shares of stock which Ricketson Newspapers, Inc. has authorized to issue is 1,000, common shares with a par value of \$1.00 each and

WHEREAS the Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc., and Ricketson Newspapers Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc. with and into Ricketson Newspapers Inc. pursuant to the provisions of the Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc., and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Ricketson Newspapers Inc. and approved by a resolution by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

First. Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc. and Ricketson Newspapers Inc., shall, pursuant to the provisions of the Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Ricketson Newspapers Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc., which is sometimes hereinafter referred to as the "terminating corporations", shall cease at said effective time in accordance with the provisions of the Business Corporations Act.

Second. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

Third. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

Fourth. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first

officers of the surviving corporation, all of whom shall hold their directorships, and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

Fifth. At the effective time of the merger of all the issued and outstanding stock of the terminating corporations shall be canceled. Since all of the issued and outstanding stock of the terminating corporations and all the issued and outstanding stock of the "surviving corporation" are owned by Thomson Newspapers Inc. No shares of stock of the surviving corporation will be issued in exchange for shares of the terminating corporations.

Sixth. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Business Corporations Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of and the State of Delaware and elsewhere to effectuate the merger herein provided for.

Seventh. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

2. The shareholders of Rickerson Newspapers, Inc. entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on October 11, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Live Oak Publications Inc., Madison Newspapers Inc., Jasper Newspapers Inc. is permitted by the laws of the jurisdiction of organization of Rickerson Newspapers, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of merger by the shareholders of Rickerson Newspapers, Inc. was October 11, 1999.

CERTIFICATE OF SECRETARY OF RICKETSON NEWSPAPERS, INC.

The Undersigned, being the Assistant Secretary of Ricketson Newspapers Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: October 11, 1999.

RICKETSON NEWSPAPERS, INC.

By:

Edward A. Friedland  
Edward A. Friedland, Assist. Secretary

Executed on October 11, 1999.

LIVE OAK PUBLICATIONS INC.

By: 

Michael S. Harris, Vice President

Executed on October 11, 1999.

MADISON NEWSPAPERS INC.

By: 

Michael S. Harris, Vice President

Executed on October 11, 1999.

JASPER NEWSPAPERS INC.

By: 

Michael S. Harris, Vice President

Executed on October 11, 1999.

RICKETSON NEWSPAPERS, INC.

By: 

Michael S. Harris, Vice President