

# State of Idaho

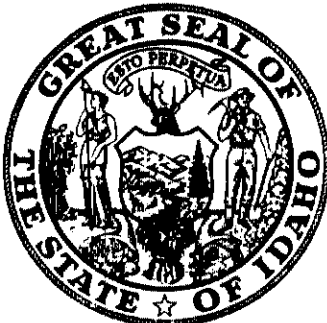
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of NEWS PUBLISHING CO., INC., an Idaho corporation, into GOZLA-DRIVER MEDIA, INC., a Delaware corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: May 23, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

May 23 2 39 PM '94  
SECRETARY OF STATE

ARTICLES OF MERGER  
of  
NEWS PUBLISHING COMPANY, INC.  
(an Idaho Corporation)  
into  
GOZIA-DRIVER MEDIA, INC.  
(a Delaware Corporation)

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Pursuant to Section 30-1-75 of the Idaho Business Corporation Act ("the Act"), Gozia-Driver Media, Inc., a Delaware corporation, the surviving corporation of the merger to be consummated hereby, sets forth the following:

1. News Publishing Company, Inc., an Idaho corporation, is hereby merged with and into Gozia-Driver Media, Inc., and Gozia-Driver Media, Inc. shall be the surviving corporation (the "Merger"). The Merger shall become effective on May 23, 1994. A Plan of Merger is attached hereto as Appendix A.
2. Gozia-Driver Media, Inc. owns 400 shares of common stock of News Publishing Company, Inc., which shares constitute all of the issued and outstanding capital stock of News Publishing Company, Inc. As the holder of all such shares, Gozia-Driver Media, Inc. hereby expressly and irrevocably waives the requirement of Section 30-1-75 of the Idaho Code, that notice and a copy of the Plan of Merger of Subsidiary into Parent be mailed to each shareholder of the Subsidiary at least thirty (30) days in advance of delivery of these articles of merger to the Idaho Secretary of State, and consents to the immediate filing of the

**Articles of Merger with the Secretary of State of  
Idaho.**

3. Pursuant to Section 30-1-75 of the Act, no approval of the shareholders of Gozia-Driver Media, Inc. or News Publishing Company, Inc. is required to consummate the Merger contemplated herein.

IN WITNESS WHEREOF, the undersigned corporation has caused the Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of this 9<sup>th</sup> day of MAY, 1994.

GOZIA-DRIVER MEDIA, INC.

Eugene Mace  
By:  
Its: President/Vice President

William J Ruhlman  
By:  
Its: Secretary/Asst. Secretary

VERIFICATION

STATE OF MISSOURI                     )  
  ) ss  
COUNTY OF JEFFERSON                )

Eugene Mace and William Ruhlman, being first duly sworn, depose and say:

They are the President and Secretary, respectively, of Gozia-Driver Media, Inc., the corporation named in the above-entitled articles, and are authorized to make this verification on its behalf.

They have read the foregoing articles of merger and know the contents thereof. The matters set forth in said articles of merger are true to the best of their knowledge, information and belief.

Eugene Mace  
Eugene Mace

William Ruhlman  
William Ruhlman

Subscribed and sworn to before me this 9<sup>th</sup> day of May, 1994.

Carol Steiner  
Notary Public for Jefferson County  
Residing at 213 N. 1st St. St. Louis, MO  
My Commission expires 8/30/96

## APPENDIX A

### PLAN OF MERGER

This Plan of Merger, dated May 9, 1994 is proposed to facilitate the merger of News Publishing Company, Inc., an Idaho corporation, with and into Gozia-Driver Media, Inc., a Delaware corporation. Gozia-Driver Media, Inc. sets forth the following information pursuant to Section 30-1-75 of the Idaho Business Corporation Act:

1. Name. The name of the parent corporation is Gozia-Driver Media, Inc., a Delaware corporation (the "Parent"). The name of the subsidiary to be merged hereby with and into the Parent is News Publishing Company, Inc., an Idaho corporation (the "Subsidiary"). The Parent owns 100% of the stock of the Subsidiary.
2. Manner and Basis of Converting Shares. On the effective date of the merger of the Subsidiary into the Parent, the separate existence of the Subsidiary shall cease and the Parent shall succeed to all of the properties, rights and other assets of the Subsidiary and shall be subject to all of the liabilities of the Subsidiary. All shares of common stock of the Subsidiary shall be cancelled and retired and neither the Parent nor its shareholders shall have any right with respect thereto.
3. Changes to Certificate of Incorporation. There shall be no changes to the Certificate of Incorporation of the Parent, and such Certificate of Incorporation shall continue in full force and effect and shall be the Certificate of Incorporation of the surviving corporation.
4. Effective Date. The effective date of the merger shall be the 23<sup>rd</sup> day of May, 1994.


## SURVIVING CORPORATION AGREEMENT

Pursuant to Section 30-1-77 of the Idaho Business Corporation Act, Gozia-Driver Media, Inc., a Delaware corporation and the surviving corporation of the merger dated as of May 23, 1994 between News Publishing Company, Inc., an Idaho corporation ("Subsidiary") and Gozia-Driver Media, Inc., hereby takes the following action:

1. Gozia-Driver Media, Inc. hereby agrees that it may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of Subsidiary against Gozia-Driver Media, Inc.;
2. Gozia-Driver Media, Inc. hereby irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any proceeding; and
3. Gozia-Driver Media, Inc. hereby agrees to promptly pay any dissenting shareholder of Subsidiary the amount, if any, to which he is entitled under the provisions of Chapter 30 of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

Dated this 9 day of May, 1994

GOZIA-DRIVER MEDIA, INC.

  
By: \_\_\_\_\_  
Its: President