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Form **BCA-11.25**

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

(Rev. Jan. 1999)

File # D 2980-412-5

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

DEC 14 2001

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 12-14-01

Filing Fee \$ 100⁰²

Approved: *[Signature]*

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to merge, and the state or country of their incorporation:
consolidate
exchange shares

Name of Corporation	State or Country of Incorporation	Corporation File Number
THE LIGHTNER PUBLISHING CORPORATION	ILLINOIS	D 2980-412-5
LIGHTNER ENTERPRISES, IIIC.	ILLINOIS	D 5602-003-9

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: THE LIGHTNER PUBLISHING CORPORATION
acquiring

(b) it shall be governed by the laws of: ILLINOIS

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger is as follows: SEE ATTACHED PLAN AND AGREEMENT OF MERGER
exchange

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1738/0018 48 001 Page 1 of 10
2002-02-06 08:57:19
Cook County Recorder 39.50

RECORD & MAIL TO:



Tatooles, Foley & Associates
205 N. Michigan Avenue
Suite 4300
Chicago, IL 60601

[Handwritten signature]
CB

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PLAN AND AGREEMENT OF MERGER BETWEEN LIGHTNER ENTERPRISES, INC.

and

THE LIGHTNER PUBLISHING CORPORATION

This Plan and Agreement of Merger, made and entered into this 10th day of December, 2001, by and between LIGHTNER ENTERPRISES, INC., an Illinois corporation, and THE LIGHTNER PUBLISHING CORPORATION, an Illinois corporation, said corporations being hereinafter referred to jointly as "constituent corporations."

WITNESSETH:

WHEREAS, LIGHTNER ENTERPRISES, INC. is a corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of Illinois on June 29, 1990; and

WHEREAS, THE LIGHTNER PUBLISHING CORPORATION is a corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of Illinois on May 16, 1947; and

WHEREAS, LIGHTNER ENTERPRISES, INC. is a wholly owned subsidiary of THE LIGHTNER PUBLISHING CORPORATION; and

WHEREAS, the board of directors of each of the constituent corporations deem it advisable that LIGHTNER ENTERPRISES, INC. be merged into THE LIGHTNER PUBLISHING CORPORATION on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the Business Corporation Act of 1983 of the State of Illinois, as amended.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and conditions hereinafter set forth, each of the constituent corporation, by their respective boards of

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directors, hereby agree each with the other as follows:

ARTICLE I

LIGHTNER ENTERPRISES, INC. and THE LIGHTNER PUBLISHING CORPORATION shall be merged into a single corporation, in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois, as amended, by LIGHTNER ENTERPRISES, INC. merging into THE LIGHTNER PUBLISHING CORPORATION with THE LIGHTNER PUBLISHING CORPORATION being the surviving corporation in the merger.

ARTICLE II

Upon the merger becoming effective: (1) the constituent corporations shall be a single corporation and the name shall be THE LIGHTNER PUBLISHING CORPORATION; (2) the separate existence of LIGHTNER ENTERPRISES, INC. shall cease, except to the extent provided for by the laws of the State of Illinois in the case of a corporation after its merger with another corporation; (3) the surviving corporation shall thereupon possess all the rights, privileges, immunities and franchises of each of the constituent corporations, and all property, real, personal and mixed, and debts due on whatever account, and all choses in actions, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in THE LIGHTNER PUBLISHING CORPORATION as the surviving corporation, without further act or deed; and the title to any real estate, or any interest therein, vested in any of the constituent corporations shall not revert to or be in any way impaired by reason of the merger but shall vest in the surviving corporation; (4) the surviving corporation shall thenceforth be responsible

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and liable for all of the liabilities and obligations of each of the constituent corporations, and any claim existing or action or proceeding pending by or against any of the constituent corporations may be prosecuted to judgment by the surviving corporation as if the merger had not taken place, or the surviving corporation may be substituted in place of the constituent corporations. Neither the rights of creditors nor any liens upon the property of any of the constituent corporations shall be impaired by the merger. (5) the Articles of Incorporation and bylaws of THE LIGHTNER PUBLISHING CORPORATION, as existing and constituted immediately prior to the effective date of the merger, shall be the Articles of incorporation and bylaws of the surviving corporation; (6) the effective date of the merger shall be December 31, 2001 as of 11:59 p.m. central standard time (the "Effective Date").

ARTICLE III

As of the Effective Date, each share of outstanding common stock of LIGHTNER ENTERPRISES, INC., by virtue of the merger and without any action on the part of the holders thereof, shall be cancelled.

ARTICLE IV

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger provided for herein.

ARTICLE V

The assets and liabilities of LIGHTNER ENTERPRISES, INC. shall be taken on the books of

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THE LIGHTNER PUBLISHING CORPORATION, the surviving corporation, at the amounts at which they, respectively, shall, on such date, be carried on the books of said constituent corporations.

ARTICLE VI

Initially there shall be three (3) directors of the surviving corporation who shall be the same persons constituting the directors of THE LIGHTNER PUBLISHING CORPORATION immediately prior to the effective date of the merger, and such persons shall hold office until the first annual meeting of the board of directors of the surviving corporation or until their respective successors are elected according to the bylaws of the surviving corporation. The term of all officers of the surviving corporation shall continue and each shall be deemed to be the officers of the surviving corporation upon the effective date of the merger. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with the bylaws of the surviving corporation.

ARTICLE VII

If at any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of any of the constituent corporations, the proper officers and directors of the constituent corporations shall execute and deliver all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

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ARTICLE VIII

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by any of the constituent corporations by the adoption of an appropriate resolution by its board of directors abandoning the merger, at any time prior to the filing of these Articles of Merger with the Secretary of State of Illinois, and by notifying the other constituent corporations of the adoption of such resolution.

IN WITNESS WHEREOF, LIGHTNER ENTERPRISES, INC. and THE LIGHTNER PUBLISHING CORPORATION have caused this Plan and Agreement of Merger to be signed by the President and Secretary of each corporation as of the day and year first written above.

ATTEST:

By: Murray K. Grah
It's Secretary

LIGHTNER ENTERPRISES, INC.

By: X. Francis L. Graham
It's President

ATTEST:

By: Murray K. Grah
It's Secretary

THE LIGHTNER PUBLISHING CORPORATION

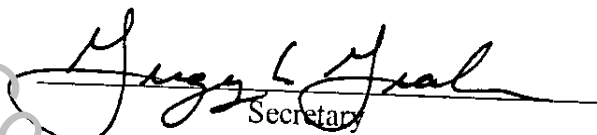
By: X. Francis L. Graham
It's President

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I, Gregory K. Graham, Secretary of THE LIGHTNER PUBLISHING CORPORATION (the "constituent corporation"), being a corporation organized and existing under the Business Corporation Act of 1983, hereby certify, as Secretary and under the seal of said constituent corporation, that the Plan and Agreement of Merger to which this Certificate is attached, was duly adopted by all of the directors of said constituent corporation on the 10th day of December, 2001, and is the duly adopted agreement of THE LIGHTNER PUBLISHING CORPORATION pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois.

Witness my hand and the seal of the undersigned constituent corporation this 10th of December, 2001.


Secretary

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I, Gregory K. Graham, Secretary of LIGHTNER ENTERPRISES, INC. (the "constituent corporation"), being a corporation organized and existing under the Business Corporation Act of 1983, hereby certify, as Secretary and under the seal of said constituent corporation, that the Plan and Agreement of Merger to which this Certificate is attached, was duly adopted by all of the directors of said constituent corporation on the 10th day of December, 2001, and is the duly adopted agreement of LIGHTNER ENTERPRISES, INC. pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois.

Witness my hand and the seal of the undersigned constituent corporation this 10th of December, 2001.


Secretary

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5. ^{merger} Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

NA

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)* NA

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 17.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>LIGHTNER ENTERPRISES, INC.</u>	<u>1,000 - COMMON</u>	<u>1,000 - COMMON</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. (Not applicable to 100% owned subsidiaries) NA
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____, _____
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated DECEMBER 10, 2001
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

GREGORY K. GRAHAM, SECRETARY
(Type or Print Name and Title)

THE LIGHTNER PUBLISHING CORPORATION
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

FRANCES L. GRAHAM, PRESIDENT
(Type or Print Name and Title)

Dated DECEMBER 10, 2001
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

GREGORY K. GRAHAM, SECRETARY
(Type or Print Name and Title)

LIGHTNER ENTERPRISES, INC.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

FRANCES L. GRAHAM, PRESIDENT
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

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