

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC
AND FOREIGN CORPORATIONS

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

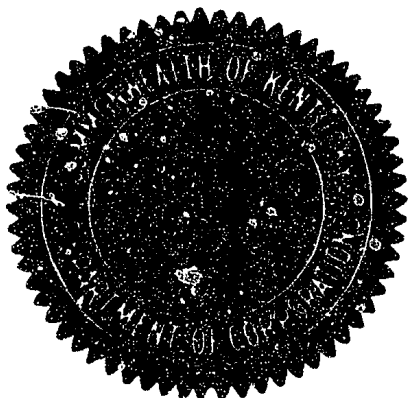
_____ **TENNESSEE GROUP INVESTMENTS, INC.** _____

a **DOMESTIC** _____ corporation, into **ADVANTAGE COMMUNICATIONS, INC.**
INC. _____ a **FOREIGN (NOT QUAL.)** _____ corporation,

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of **TENNESSEE GROUP INVESTMENTS, INC.**

into **ADVANTAGE COMMUNICATIONS, INC.**



SECRETARY OF STATE

Witness my official signature and seal of office this 30TH
day of DECEMBER, 1987, at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF MERGER
OF
TENNESSEE GROUP INVESTMENTS, INC.
WITH AND INTO
ADVANTAGE COMMUNICATIONS, INC.

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Pursuant to the provisions of Sections 48-1-906 and 48-1-904 of the Tennessee General Corporation Act, and pursuant to the provisions of Sections 271A.385 and 271A.375 of the Kentucky Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

505269

1. The names of the constituent corporations are Tennessee Group Investments, Inc., a Kentucky corporation ("TGI") and Advantage Communications, Inc., a Tennessee corporation ("ACI"). The name of the surviving corporation shall be "Advantage Communications, Inc."
2. TGI is organized under the laws of the State of Kentucky. ACI is organized under the laws of the State of Tennessee.
3. The number of outstanding shares of common capital stock of TGI, no par value, is 300 shares, all of which are owned by ACI.
4. The mailing of a copy of the Plan of Merger to the sole shareholder of TGI was waived by such sole shareholder on December 21, 1987.
5. The Plan of Merger was duly adopted by the Board of Directors of TGI and ACI on December 21, 1987.
6. These Articles of Merger are to be effective at 4:59 p.m., Central Standard Time, December 31, 1987.

Dated: December 21, 1987.

TENNESSEE GROUP INVESTMENTS, INC.

ADVANTAGE COMMUNICATIONS, INC.

By: JWS
Jerrell W. Shelton, President

By: JWS
Jerrell W. Shelton, President

By: JCA
J. Crispin Ashworth, Secretary

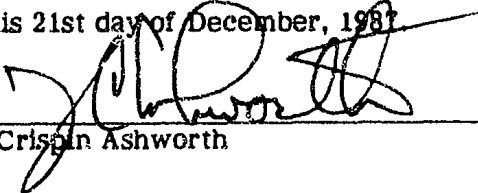
By: JCA
J. Crispin Ashworth, Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

J. Crispin Ashworth, being first duly sworn on oath, says that he is the Secretary of the above-named surviving corporation; that he makes this affidavit for and on behalf of said corporation for the reason that affiant is the managing agent, to wit, the Secretary thereof; that he has read the above and foregoing Articles of Merger, knows the contents thereof, and that the same is true as affiant verily believes.

Subscribed and sworn to this 21st day of December, 1987



J. Crispin Ashworth

PLAN OF MERGER
OF
TENNESSEE GROUP INVESTMENTS, INC.
WITH AND INTO
ADVANTAGE COMMUNICATIONS, INC.

This Plan of Merger is dated as of December 21, 1987 by and among Tennessee Group Investments, Inc., a Kentucky corporation (hereinafter called "TGI"), and Advantage Communications, Inc., a Tennessee corporation (hereinafter called "ACI" or the "Surviving Corporation"), said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations":

W I T N E S S E T H:

WHEREAS, TGI is a wholly-owned subsidiary of ACI.

WHEREAS, ACI intends to merge TGI with and into ACI, with ACI being the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises set forth above, the parties hereby agree in accordance with the applicable provisions of the laws of the State of Tennessee and the laws of the State of Kentucky, that the Constituent Corporations shall be merged into a single corporation, one of the Constituent Corporations, which shall continue its corporate existence and be the corporation surviving the merger, and the terms and conditions of the merger shall be as hereafter set forth in this Plan of Merger.

1. The effective time of the merger. At the effective time of the merger, the separate existence of TGI shall cease and TGI shall be merged into ACI. Consummation of this Plan of Merger shall be effective on the date on which the Articles of Merger are filed in the Office of the Secretary of State of the State of Tennessee and the Office of the Secretary of State of the State of Kentucky and after satisfaction of the requirements of the applicable laws prerequisite to such filings.

2. Cancellation and survival. The Certificate of Incorporation of TGI, as heretofore amended, shall, at the effective time of the merger, be surrendered and cancelled according to law. As part of the Articles of Merger, the name of the Surviving Corporation shall be "Advantage Communications, Inc."

3. Bylaws. The bylaws of the Surviving Corporation shall remain the bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

4. Directors and Officers. The directors of the Surviving Corporation at the effective time of the merger shall be and remain the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the bylaws of the Surviving Corporation, the officers of the Surviving Corporation at the effective of the merger shall be and remain the officers of the Surviving Corporation.

5. Conversion of shares in the merger. On the effective date of the merger each share of the authorized issued and outstanding capital stock of TGI (all of such stock being owned by ACI) shall together with all rights in respect thereof and without further action be cancelled forthwith and the certificates representing such shares shall be surrendered and cancelled. The outstanding shares or capital stock of ACI shall retain their

status as fully paid and nonassessable shares of capital stock of ACI, the Surviving Corporation.

6. Governing laws. This merger shall be carried out under the laws of the States of Tennessee and Kentucky and the laws of the State of Tennessee shall govern the Surviving Corporation.

7. Effect of the merger. On the effective date of the merger:

(a) The separate existence of TGI shall cease and the Constituent Corporations shall be merged into and shall be one corporation, to wit ACI, the Surviving Corporation;

(b) ACI, the Surviving Corporation, shall possess all of the rights, privileges, immunities, powers, purposes, franchises and authority of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations, and all assets and property, tangible and intangible, real, personal and mixed of every description, and every interest therein, wherever located, and all obligations and debts belonging to or due to any of said Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of such Constituent Corporations, shall be vested in ACI, the Surviving Corporation, without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of ACI, the Surviving Corporation, as they were of the and respective Constituent Corporations, and the titles of any real estate or any interest therein vested by deed or otherwise in the Constituent Corporations, shall not revert or in any way be impaired by reason of such merger;

(c) All rights of creditors of each Constituent Corporation and all liens upon or security interest in any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to ACI, the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it;

(d) ACI, the Surviving Corporation, shall be liable for all the obligations and liabilities of each Constituent Corporation and any claim existing, or action or proceeding pending, by or against any Constituent Corporation, may be enforced and prosecuted to judgment, with right of appeal, as if such merger had not taken place, or ACI, the Surviving Corporation, may be substituted in its place.

8. Approval by Boards of Directors. Since: (i) the merger does not change the name or authorized shares or series of any class of stock of ACI, the Surviving Corporation; (ii) the merger does not otherwise amend or change the Certificate of Incorporation of ACI, the Surviving Corporation; (iii) no shares of any class or series of stock

of ACI, the Surviving Corporation, are to be issued and delivered under the merger in exchange for shares of TGI; (iv) the Articles of Incorporation of ACI, the Surviving Corporation, do not require that the merger be adopted by the shareholders of that corporation, or authorize any action which, if it were being made or authorized apart from the merger, would otherwise require adoption by the shareholders of that corporation; (v) the merger makes no change in the directors of ACI, the Surviving Corporation; and (vi) ACI presently owns all of the outstanding stock of TGI, the merger is approved by the Board of Directors of each of the Constituent Corporations without any vote of shareholders of ACI, the Surviving Corporation, or TGI.


9. Consent to service. ACI, the Surviving Corporation, hereby consents to be sued and served with process in the State of Kentucky and irrevocably appoints the Secretary of State of the State of Kentucky as its agent to accept service of process in any proceeding in this State to enforce against the Surviving Corporation (i) any obligation of TGI, or (ii) the rights of a dissenting shareholder of TGI, and the address to which the Secretary of State shall mail notice of process is:

Advantage Communications, Inc.
One Vantage Way
Suite C-150
Nashville, Tennessee 37228

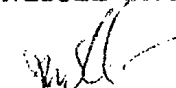
ACI, the Surviving Corporation, further agrees that it will promptly pay to dissenting shareholders of TGI the amount, if any, to which they would be entitled as dissenting shareholders, and that the Kentucky courts shall retain jurisdiction over that part of the corporate property within the limits of Kentucky in all matters that may arise as if this merger had not taken place.

IN WITNESS WHEREOF, the parties have hereto executed this Plan of Merger as of the 21st day of December, 1987.


ATTEST:


CORPORATE SEAL

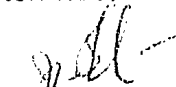
TENNESSEE GROUP INVESTMENTS, INC.

By: 
Jenrell W. Shelton, President

ATTEST:


CORPORATE SEAL

ADVANTAGE COMMUNICATIONS, INC.

By: 
Jenrell W. Shelton, President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Robert J. Looney, Notary Public, JERRELL W. SHELTON with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of TENNESSEE GROUP INVESTMENTS, INC., a corporation, and is authorized to execute this instrument on behalf of TENNESSEE GROUP INVESTMENTS, INC.

WITNESS my hand, at office, this 23rd day of December, 1987.

Robert J. Looney
Notary Public

My Commission Expires: 3/11/91

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Robert J. Looney, Notary Public, JERRELL W. SHELTON with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of ADVANTAGE COMMUNICATIONS, INC., a corporation, and is authorized to execute this instrument on behalf of ADVANTAGE COMMUNICATIONS, INC.

WITNESS my hand, at office, this 23rd day of December, 1987.

Robert J. Looney
Notary Public

My Commission Expires: 3/11/91

LAW OFFICES

BOULT, CUMMINGS, CONNERS & BERRY

222 THIRD AVENUE NORTH

P. O. BOX 198082

NASHVILLE, TENNESSEE 37218

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TELECOPY (615) 252-2390
TELEX 852990

WRITER'S DIRECT DIAL NUMBER

(615) 252-2390

December 23, 1987

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KIM SHEFTALL HUMPHRIES
LYNN E. MILLER
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OF COUNSEL
PAUL A. ALEXIS
MICHAEL J. HARBERS

VIA FEDERAL EXPRESS

Secretary of State
State of Kentucky
State Capitol Building
Frankfort, KY 40601

Attention: Corporate Filings Division
-- Merger

Re: Merger of Tennessee Group Investments, Inc. with
and into Advantage Communications, Inc.

Gentlemen:

As counsel for the above-reference corporations, enclosed please find the following documents in order to effectuate the merger of Tennessee Group Investments, Inc., a Kentucky corporation, with and into Advantage Communications, Inc., a Tennessee corporation:

1. Three (3) duplicate originals of the Articles of Merger, with a copy of the Plan of Merger attached to each; and
2. A check payable to the Kentucky Secretary of State in the amount of \$25.00 in payment of the filing fee.

The merger of the two companies is being effected as a short-form merger between a foreign and domestic corporation pursuant to Sections 271A.385 and 271A.375 of the Kentucky Business Corporations Act. The agreements with respect to service of process in Kentucky and the appointment of the Secretary of State of Kentucky as agent for service of process in accordance with the provisions of Section 271A.285 relating to domestic and foreign corporation mergers, are set forth in the Plan of Merger attached to the Articles of Merger.

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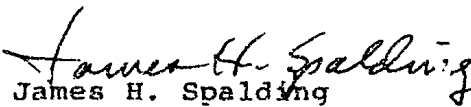
Secretary of State
December 23, 1987
Page Two

Please acknowledge receipt of this filing by appropriately stamping the enclosed copy of this letter and returning to the undersigned in the postage-paid envelope provided. If you have any questions, please contact Ms. Ann Stewart of your counsel's office, or contact the undersigned at the telephone number given above.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY

By:


James H. Spalding

JHS:sib
Enclosures
cc: Mr. J. Crispin Ashworth

LAW OFFICES

BOULT, CUMMINGS, CONNERS & BERRY

222 THIRD AVENUE NORTH

P. O. BOX 198062

NASHVILLE, TENNESSEE 37219

TELEPHONE (615) 252-2582

TELECOPY (615) 252-2380

TELEX 882980

WRITER'S DIRECT DIAL NUMBER

(615) 252-2390

December 29, 1987

REBER BOULT
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JANE PINE WOOD

OF COUNSEL
PAUL A. ALEXIS
MICHAEL J. HARBENS

VIA FEDERAL EXPRESS

Secretary of State
State of Kentucky
State Capitol Building
Frankfort, Kentucky 40601

Attention: Ms. Sandra Perry
Corporate Filings Division

Re: Merger of Tennessee Group Investment, Inc. with and into
Advantage Communications, Inc.

Dear Ms. Perry:

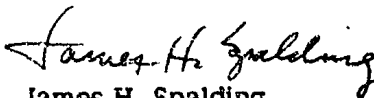
Pursuant to our telephone conversation of December 28, 1987, I am enclosing herewith the complete annual report for Tennessee Group Investments, Inc., together with a filing fee of \$10.00 made payable to the Secretary of State. Also enclosed for refiling are the documents relating to the merger of Tennessee Group Investments, Inc. and Advantage Communications, Inc.

I believe the above is all that is required in order to permit the filing in Kentucky of the Articles of Merger. When the Articles of Merger have been filed, would you please so indicate on the copy of the cover letter of December 23, and return the same to the undersigned in the postage paid envelope provided. If you have any additional questions, please contact the undersigned.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY

By:


James H. Spalding

JHS:sib
Enclosures

ORIGINAL FILED
JAN 1 1988
CLERK OF COURSE CL. KENTON
1988