

STATE OF ALABAMA)
COUNTY OF SHELBY)

AFFIDAVIT OF MERGER

BEFORE ME, the undersigned Notary Public, personally appeared Mark W. Smith, in his capacity as Chief Financial Officer of YP Southeast Advertising & Publishing LLC, a Delaware limited liability company (the “Affiant”), who, having been first duly sworn according to law, deposes and states on oath that:


1. Affiant is the Chief Financial Officer of YP Southeast Advertising & Publishing LLC, a Delaware limited liability company (the “Company”), and has knowledge of the matters set forth herein.

2. Attached hereto as Exhibit A is a true, correct and complete copy of a Certificate of Merger recorded with the Secretary of State of the State of Delaware on December 31, 2014, with an effective date and time of December 31, 2014 at 11:07 a.m., pursuant to which L.M. Berry and Company LLC, a Delaware limited liability company, merged with and into the Company (the “Merger”).

3. This Affidavit is made for the purpose of notifying third parties that all real property heretofor owned by L.M. Berry and Company LLC in Shelby County, Alabama, is, as a result of the Merger, now owned by the Company, including but not limited to that certain real property conveyed by The Shelby County Economic and Industrial Development Authority to L.M. Berry and Company LLC by deed recorded in the Office of the Judge of Probate of Shelby County, Alabama, as instrument number 20141230000409060, and described more particularly as follows:

Lot 2, according to the Survey of The Meadows Business Center First Sector, as recorded in Map Book 8, page 115 A and B, in the Probate Office of Shelby County, Alabama.

FURTHER AFFIANT SAYETH NOT.



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Shelby Crty Judge of Probate, AL
03/04/2015 11:52:25 AM FILED/CERT

[Signature Page Follows]

Dated this 25th day of February, 2015.

Mark W. Smith
MARK W. SMITH

STATE OF California
Los Angeles COUNTY

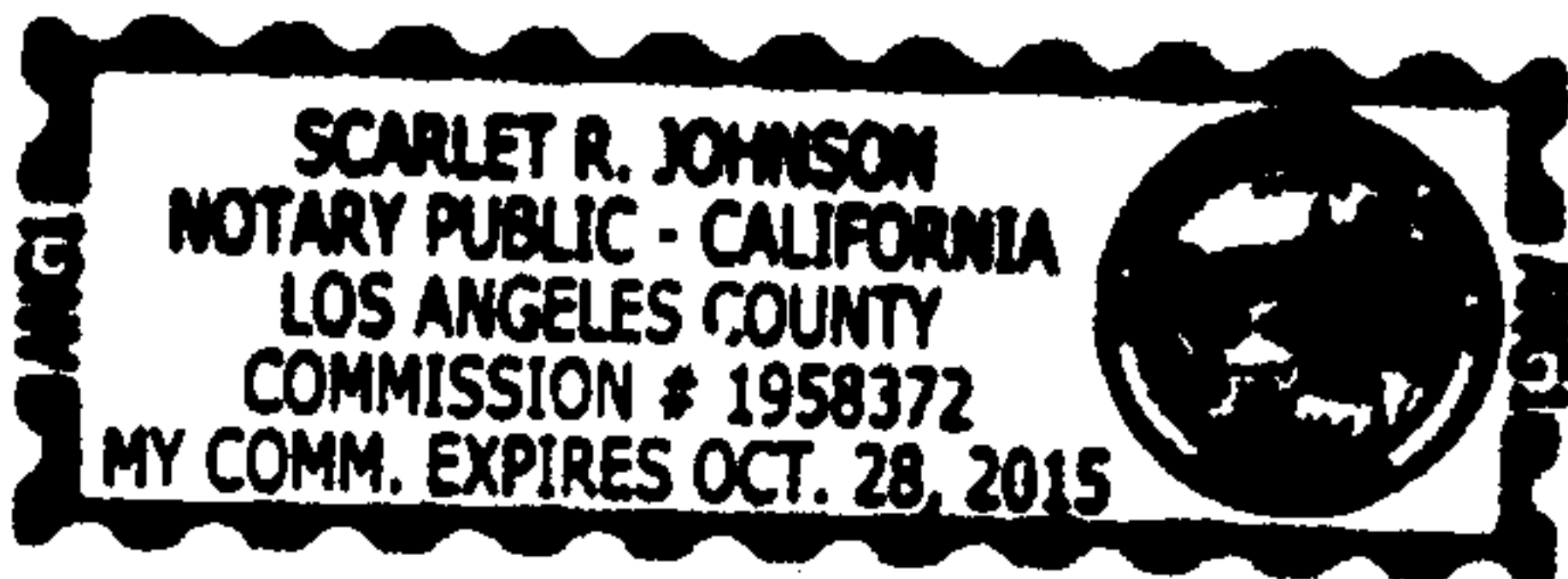
I, the undersigned, a notary public in and for said county in said state, hereby certify that Mark W. Smith, whose name as Chief Financial Officer of YP Southeast Advertising & Publishing LLC is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily as of the date hereof.

Given under my hand and official seal this 26th day of February, 2015.

Scarlet R. Johnson
Notary Public

[NOTARIAL SEAL]

My commission expires: 10/28/2015



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EXHIBIT A

CERTIFICATE OF MERGER

See Attached



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Delaware


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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

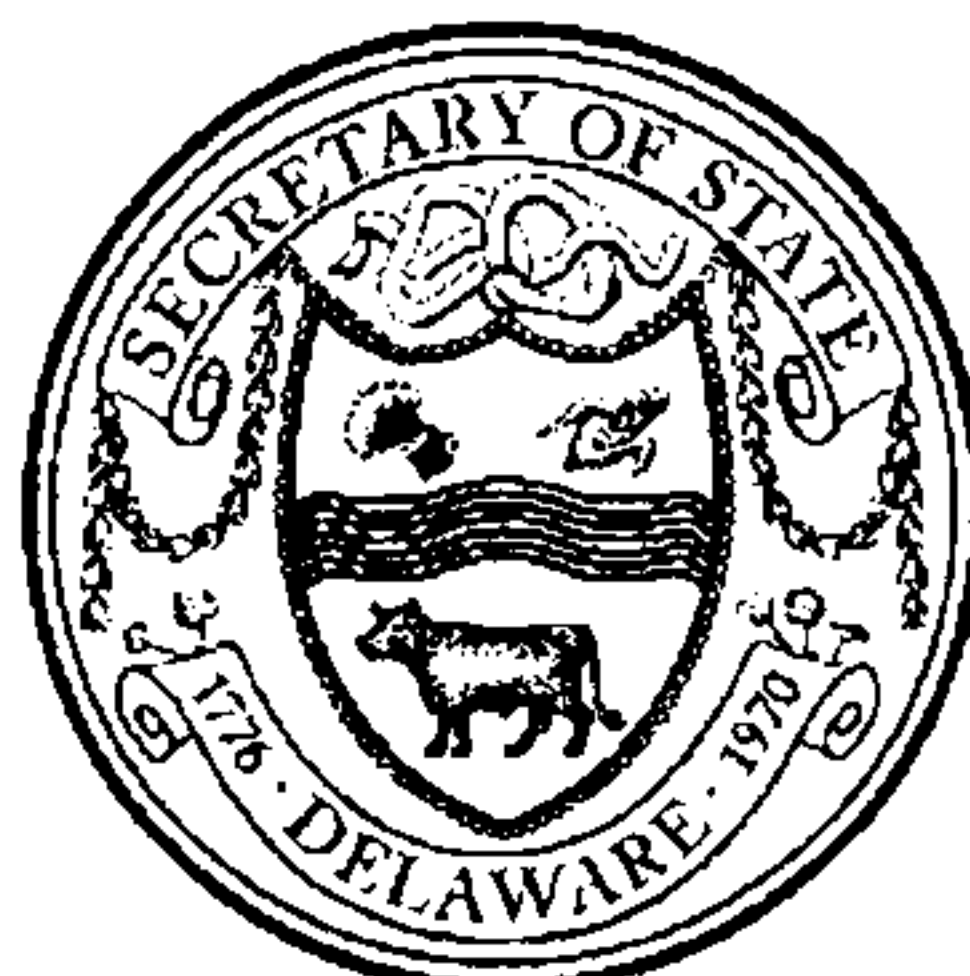
"L.M. BERRY AND COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "YP SOUTHEAST ADVERTISING & PUBLISHING LLC" UNDER THE NAME OF "YP SOUTHEAST ADVERTISING & PUBLISHING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 11:07 O'CLOCK A.M.


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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2000085

DATE: 12-31-14

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
L.M. BERRY AND COMPANY LLC
WITH AND INTO
YP SOUTHEAST ADVERTISING & PUBLISHING LLC

December 31, 2014

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, YP Southeast Advertising & Publishing LLC, a Delaware limited liability company (the "Company"), does hereby certify as follows:

1. The name and state of formation of each of the constituent limited liability companies (the "Constituent Companies") are as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
YP Southeast Advertising & Publishing LLC	Delaware
L.M. Berry and Company LLC	Delaware

2. The Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 31, 2014, by and among the Company, L.M. Berry and Company LLC, a Delaware limited liability company (the "Merging Company") and the other parties thereto, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with the requirements of Title 6, Section 18-209 of the Delaware Limited Liability Company Act.
3. In accordance with the Merger Agreement, the Merging Company will merge with and into the Company. Following the merger, the Company will continue as the surviving limited liability company of the merger (the "Surviving Company") and the separate limited liability company existence of the Merging Company will cease. The name of the Surviving Company will be YP Southeast Advertising & Publishing LLC.
4. The executed Merger Agreement is on file at the office of the Surviving Company, the address of which is 2247 Northlake Parkway, Tucker, Georgia 30084.
5. A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of any Constituent Company.
6. Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the effective time of this Certificate of Merger, and the time when the merger herein provided for shall become effective shall be December 31, 2014.


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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned, a duly authorized officer of the Surviving Company, on behalf of the Surviving Company, as of the date first written above.

YP SOUTHEAST ADVERTISING &
PUBLISHING LLC

By: 
Name: Mark W. Smith
Title: Chief Financial Officer



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