

This instrument was prepared by:

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Johnston Barton Proctor & Powell LLP

2900 AmSouth/Harbert Plaza

1901 Sixth Avenue North

Birmingham, Alabama 35203-2618

Inst # 2000-26310

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ARTICLES OF MERGER

Between

ADVANTAGE MAIL NETWORK, INC.
A North Carolina Corporation

and

MAILSOUTH, INC.
An Alabama Corporation

Pursuant to the provisions of Section 10-2B-11.05, Code of Alabama (Rpl. Vol. 1994), of the Alabama Business Corporation Act, the undersigned **ADVANTAGE MAIL NETWORK, INC.**, and the undersigned **MAILSOUTH, INC.**, adopt the following Articles of Merger for the purpose of merging them into one of such corporation:

1. There is attached hereto, and incorporated herein as fully as if here set out, a copy of the Plan of Merger between the undersigned corporations.
2. Shareholder approval was required for both Advantage Mail Network, Inc., and MailSouth, Inc.
3. MailSouth, Inc., has one class of voting common stock and 21,647 shares were entitled to vote on the Plan of Merger; and all 21,647 shares voted in favor of the Plan of Merger and such vote was sufficient for approval of the Plan of Merger.
4. Advantage Mail Network, Inc., has one class of voting common stock and 266.67 shares were entitled to vote on the Plan of Merger; and all 266.67 shares voted in favor of the Plan of Merger and such vote was sufficient for approval of the Plan of Merger.

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SHELBY COUNTY JUDGE OF PROBATE
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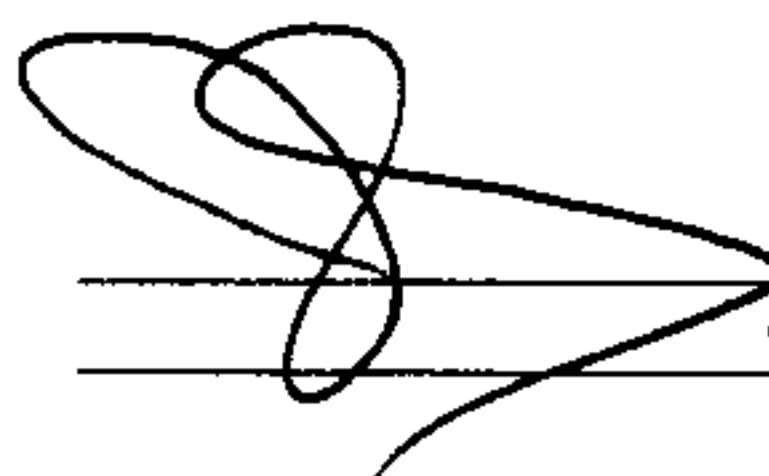
5. The county in which the Articles of Incorporation of MailSouth, Inc., are filed is Jefferson County, Alabama.

6. The name of the surviving corporation shall be MailSouth, Inc.

EXECUTED this 21th day of June, 2000.

ADVANTAGE MAIL NETWORK, INC.

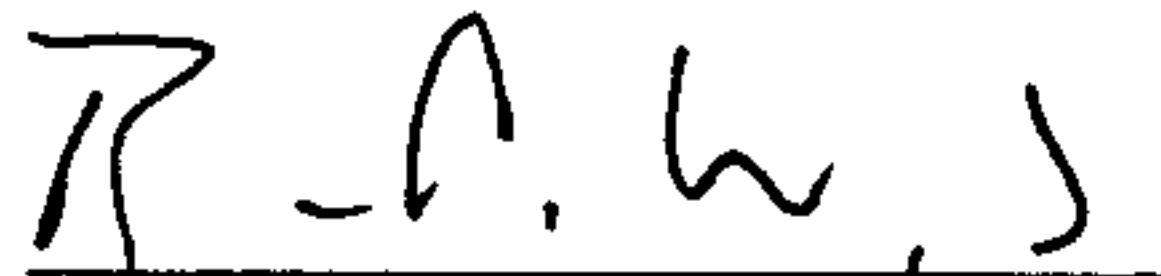
By:
Its:



CEO

MAILSOUTH, INC.

By:
Its:



President

AGREEMENT AND PLAN OF MERGER

For The Merger Of

**ADVANTAGE MAIL NETWORK, INC.,
A North Carolina Corporation**

With and Into

**MAILSOUTH, INC.,
An Alabama Corporation**

THIS AGREEMENT AND PLAN OF MERGER provides for the merger of **ADVANTAGE MAIL NETWORK, INC.**, a North Carolina corporation (such corporation being referred to as the "Merging Corporation"), with and into **MAILSOUTH, INC.**, an Alabama corporation (such corporation being referred to as the "Surviving Corporation"), pursuant to and in accordance with the provisions of Section 10-2B-1.01 *et seq.*, Code of Alabama (Rpl. Vol. 1994), and Section 55-1-01 *et seq.*, Code of North Carolina.

1. The names of the corporations proposing to merge are Advantage Mail Network, Inc., and MailSouth, Inc., and after the merger becomes effective, the name of the Surviving Corporation shall be MailSouth, Inc.

2. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be the date specified in the Articles of Merger filed with the Secretary of State of Alabama and the Articles of Merger filed with the Secretary of State of North Carolina or if no date is specified therein, the later of the time (i) at which Articles of Merger are filed with the Secretary of State of Alabama and (ii) at which Articles of Merger are filed with the Secretary of State of North Carolina.

(b) Upon the consummation of the merger, the Surviving Corporation, in addition to continuing to possess all of its rights, privileges, immunities and powers (subject to all its duties and liabilities prior to the merger), shall possess all the rights, privileges, immunities and powers of the Merging Corporation and shall be subject to all the duties and liabilities of the Merging Corporation.

(c) Upon the consummation of the merger, all and singular the rights, privileges, powers, and franchises and all property, real, personal or mixed, and all debts due on any account and all other things in action belonging to the Merging Corporation shall be vested in the Surviving Corporation and shall not in any way be impaired by reason of the merger.

(d) From and after the effective date of the merger, the Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merging Corporation and all rights of creditors and liens upon the property of the Merging Corporation shall be preserved unimpaired against the Surviving Corporation after the merger.

3. Each share of the Merging Corporation's common stock issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be canceled and converted into shares of the Surviving Corporation's common stock in the following manner:

<u>Shareholder</u>	<u>Prior to Merger</u>	<u>Upon Merger</u>
Jim DeRoy	174 shares of common stock of Advantage Mail Network, Inc.	501.75 shares of common stock of MailSouth, Inc.
Dan Walter	66.67 shares of common stock of Advantage Mail Network, Inc.	192.75 shares of common stock of MailSouth, Inc.
Julie DeRoy Hicks	13 shares of common stock of Advantage Mail Network, Inc.	37.75 shares of common stock of MailSouth, Inc.
Amy DeRoy Seckinger	13 shares of common stock of Advantage Mail Network, Inc.	37.75 shares of common stock of MailSouth, Inc.

4. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's Articles of Incorporation until amended as provided by law, and the by-laws of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall thereafter continue to be the Surviving Corporation's by-laws until amended as provided in such by-laws or by law.

EXECUTED as of the 21st day of June, 2000.

ADVANTAGE MAIL NETWORK, INC.

By: _____

Its: President

MAILSOUTH, INC.

By: _____

Its: President

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on June 23, 2000

DATE July 28, 2000


Secretary of State

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