

LAW FIRM

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H03575
October 15, 2002

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500008413175--9
-10/16/02--01107--004
*****60.00 *****60.00

Re: Articles of Merger / Agreement and Plan of Merger

To Whom It May Concern:

Please find enclosed the originally executed Articles of Merger and Plan of Merger of Audio Electronic Systems, Inc., a Florida corporation with and into Audio Electronics Systems LLC, a Kansas limited liability company. I have also enclosed a Certificate of Fact re: merger from the Kansas Secretary of State and a check in the amount of \$60.00 for the filing fee. Audio Electronics Systems LLC is the survivor of this merger. Please file the enclosed Merger documents on an expedite basis.

I would appreciate fax copies of the merger evidence and the overnight delivery of the originals to my attention. I have enclosed a pre-addressed label for your convenience. Our United Parcel Service charge number is W399X0.

If you have any questions or concerns, please don't hesitate to give me a call. Thank you for your assistance.

Sincerely,

Scott A. Morris
Scott A. Morris
Corporate Paralegal

APPROVED
AND
FILED
02 OCT 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UB
10-17-02

Enclosures(4)

cc: Bruce Campbell, Esq. (w/o encls.)

KC-1015871-1

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUDIO ELECTRONICS SYSTEMS, INC., A FLORIDA ENTITY, H63575

INTO

**AUDIO ELECTRONICS SYSTEMS LLC, A NON-QUALIFIED KANSAS
ENTITY,** entity not qualified in Florida.

File date: October 16, 2002

Corporate Specialist: Trevor Brumbley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Audio Electronics Systems, Inc. 6400 Youngerman Cir. Jacksonville, FL 32244	Florida	Corporation
Florida Document/Registration Number: H63575		FBI Number: 592745441
2.		
Florida Document/Registration Number:		FBI Number:
3.		
Florida Document/Registration Number:		FBI Number:
4.		
Florida Document/Registration Number:		FBI Number:

(Attach additional sheet(s) if necessary)

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 TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Audio Electronics Systems LLC 8650 College Boulevard Overland Park, KS 66210	Kansas	Limited Liability Co.
Florida Document/Registration Number: <u>n/a</u>		

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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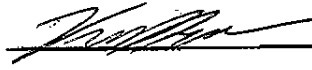
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Audio Electronics Systems, Inc.		Kenneth Hecht, President
Audio Electronics Systems LLC		Kenneth Hecht, as President of United Speaker Systems, Inc., a Member

(Attach additional sheet(s) if necessary)

02 OCT 16 11:00:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Audio Electronics Systems, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Audio Electronics Systems LLC	Kansas

THIRD: The terms and conditions of the merger are as follows:

See attached Exhibit A, Agreement and Plan of Merger

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 TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Exhibit A, Agreement and Plan of Merger

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached Exhibit A, Agreement and Plan of Merger

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TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Christopher E. Combest
8650 College Boulevard
Overland Park, KS 66210

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Exhibit B, Certificate of Merger

EIGHTH: Other provisions, if any, relating to the merger:

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 11 day of October, 2002 by and between Audio Electronics Systems LLC, a Kansas limited liability company ("Newco"), and Audio Electronics Systems, Inc., a Florida corporation ("AES").

In consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

1. Merger. Upon the Effective Date of the Merger, AES shall merge with and into Newco upon the terms and the conditions hereinafter set forth.
2. Effective Date. The Merger shall become effective, and the separate existence of AES shall cease, on the date that appropriate filings are made with the Florida Secretary of State and the Kansas Secretary of State (the "Effective Date").
3. Survivor. Newco shall be the surviving corporation of the Merger (the "Survivor").
4. Name of Survivor. The name of the Survivor shall be "Audio Electronics Systems LLC".
5. Conversion of Equity. Upon the Effective Date, the shares of each shareholder of AES shall be converted and exchanged for a membership interest in Newco equal to the number of shares owned by such shareholder divided by the total number of issued and outstanding shares of AES immediately preceding the Effective Date.
6. Management. Upon the Effective Date, the management of the Survivor shall be as set forth in the Operating Agreement attached hereto as Exhibit A.
8. Articles of Organization. Upon the Effective Date, the Articles of Organization of Newco as then in effect, shall continue to be the Articles of Organization of the Survivor.
9. Effect of Merger. Upon the Effective Date, all of the rights, privileges, powers and purposes of AES and all property real, personal and mixed, and all debts due to AES shall be vested in the Survivor, and all property, rights, privileges, immunities, powers and purposes and all and every other interest shall be thereafter the property of the Survivor as they were of Newco, and all debts, liabilities, obligations and duties of Newco shall thenceforth attach to the Survivor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.
10. Consent to Service of Process. Newco hereby agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of AES, and Newco hereby irrevocably appoints the Secretary of State of the State of Florida as its agent to accept

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State under this provision is:

Mr. Christopher Combest
c/o MS Electronics LLC
8650 College Boulevard
Overland Park, Kansas 66210

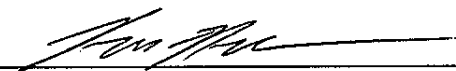
11. Counterparts. This Agreement may be signed in any number of counterparts all of which taken together shall constitute one and the same instrument. A party may enter into this Agreement by signing any counterpart.

IN WITNESS WHEREOF, AES and Newco, the parties to the Merger, have caused this Agreement to be signed as of the date first set forth above.

AUDIO ELECTRONICS SYSTEMS LLC
By its sole member, United Speaker Systems Inc.

By: 
Kenneth Hecht, President

AUDIO ELECTRONICS SYSTEMS, INC.

By: 
Kenneth Hecht, President

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SECRETARY OF STATE
ENTREPRENEURIAL AFFAIRS
DIVISION

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