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Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

MANDY MOORE TOURING, LLC

Certificate of Status	1
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ARTICLES OF MERGER
Merger Sheet

MERGING:

MANDY MOORE TOURING, LLC, A GEORGIA LIMITED LIABILITY COMPANY

INTO

MANDY MOORE TOURING, LLC, a Florida entity, L01000001999

File date: February 8, 2001

Corporate Specialist: Agnes Lunt

FEB-08-01 12:09 From:GREENBERG TRAUIG

T-005 P.02/07 Job-738

FEB-08-01 11:08 (850) 487-6013 P 01 R-577 Job-528
01487-6013 02/08/01 12:15 Fl Dept of State pl /1



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Katherine Harris
Secretary of State

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February 8, 2001

GREENBERG TRAUIG

SUBJECT: MANDY MOORE TOURING, LLC
REF: W01000003041

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must meet the requirements of section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: W01000015450
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
MANDY MOORE TOURING, LLC
(a Georgia Limited Liability Company)
INTO
MANDY MOORE TOURING, LLC
(a Florida Limited Liability Company)**

Pursuant to the provisions of §608.4382, Florida Statutes and Section 14-11-901, Georgia Code (1999), these Articles of Merger provide that:

1. MANDY MOORE TOURING, LLC, a Georgia limited liability company (the "Merged Limited Liability Company"), shall be merged with and into MANDY MOORE TOURING, LLC, a Florida limited liability company. MANDY MOORE TOURING, LLC, a Florida limited liability company shall be the surviving limited liability company in the merger (the "Surviving Limited Liability Company").
2. The merger shall become effective upon the filing of these article of merger with the Secretary of State of Georgia and Florida (the "Effective Date").
3. The Articles of Organization of the Surviving Limited Liability Company as in effect immediately prior to the Effective Date shall remain and be the Articles of Organization of the Surviving Limited Liability Company.
4. The merger of the Merged Limited Liability Company into the Surviving Limited Liability Company is permitted under the laws of Georgia and under the laws of Florida.
5. The Plan of Merger has been submitted to the members of the Surviving Limited Liability Company and the Merged Limited Liability Company for their consent and approval in accordance with §608.4381 of the Florida Business Corporation Act and in accordance with §14-11-903 Georgia Code (1999) on December 15, 2000 and has been adopted and approved in accordance with the laws of the State of Florida and the laws of the State of Georgia. A copy of the Plan of Merger is located in the offices of the Surviving Limited Liability Company at 692 North Longview Place, Longwood, Florida 32779.
6. A copy of the Plan of Merger is available to any member of the Merged Limited Liability Company or the Surviving Limited Liability Company without cost by contacting the offices of the Surviving Limited Liability Company.
7. In the event the Surviving Limited Liability Company does not obtain a certificate of authority to transact business in Georgia, then the Secretary of State of Georgia is hereby appointed as agent of the Surviving Limited Liability Company for service of process for any legal action in the State of Georgia against either the Merged Limited Liability Company or the Surviving Limited Liability Company. The mailing address for the Secretary of State to send a

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 15th day of December, 2000, by and between **MANDY MOORE TOURING, LLC**, a Georgia limited liability company (hereinafter sometimes referred to as the "Merged Limited Liability Company") and **MANDY MOORE TOURING, LLC**, a Florida limited liability company (the "Surviving Limited Liability Company"). The Merged Limited Liability Company and the Surviving Limited Liability Company being hereinafter sometimes referred to as the "Constituent Limited Liability Companies."

WITNESSETH:

WHEREAS, the parties desire that the Merged Limited Liability Company the Surviving Limited Liability Company in a manner which conforms to Section 4382, Florida Statutes and Section 14-11-901 Georgia Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Limited Liability Company shall merge into the Surviving Limited Liability Company in accordance with the laws of the State of Florida and the State of Georgia.

2. **Effective Date.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of Florida and the State of Georgia (the "Effective Date").

3. **Rights of the Surviving Limited Liability Company.** Upon the Effective Date: (a) the Merged Limited Liability Company and the Surviving Limited Liability Company shall become a single limited liability company and the Surviving Limited Liability Company shall become a single limited liability company and the separate limited liability existence of the Merged Limited Liability Company shall cease; (b) the Surviving Limited Liability Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Limited Liability Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Limited Liability Company, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Limited Liability Company shall vest in the Surviving Limited Liability Company without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Limited Liability Company shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Limited Liability Companies shall be unimpaired; the Surviving Limited Liability Company shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Limited Liability

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Companies; and all debts, liabilities and obligations of the respective Constituent Limited Liability Companies shall thenceforth attach to the Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Limited Liability Companies; and (d) without limitation of the foregoing provisions of this Section 3, all limited liability company acts, plans, policies, contracts, approvals and authorizations of the Constituent Limited Liability Companies, their members, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Limited Liability Company as they were with respect to the Constituent Limited Liability Companies.

4. Certificate of Organization, Limited Liability Company Agreement, Members of Surviving Limited Liability Company. Upon the Effective Date: (a) the Articles of Organization of the Surviving Limited Liability Company shall continue as the Articles of Organization of the Surviving Limited Liability Company until amended in the manner provided by law; (b) the Limited Liability Company Agreement of the Surviving Limited Liability Company shall continue as the Limited Liability Company Agreement of the Surviving Limited Liability Company until amended in the manner provided by law; and (c) the members of the Surviving Limited Liability Company Agreement shall remain the members of the Surviving Limited Liability Company.

5. Designation and Number of Members. The designation and number of members are as follows:

a. The Merged Limited Liability Company has two members; namely, Don Moore and Stacy Moore; and

b. The Surviving Limited Liability Company has one member; namely, Don Moore, as Custodian for Mandy Moore under the Florida Uniform Transfers to Minors Act.

6. Appointment of Agent for Service of Process. The Merged Limited Liability Company and the Surviving Limited Liability Company appoints the Secretary of State of Georgia to accept service of process for any legal action in Georgia against either company, with a copy of such process to be mailed to Marvin A. Kirsner, Esquire, c/o Greenberg Traurig, P.A., 2255 Glades Road, Suite 419A, Boca Raton, Florida 33431.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

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8. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

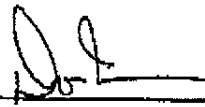
10. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

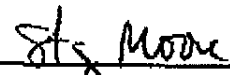
11. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

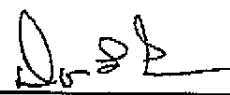
IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

MANDY MOORE TOURING, LLC, a Georgia limited liability company

By: 
Don Moore, as member and manager

By: 
Stacy Moore, as member and manager

MANDY MOORE TOURING, LLC, a Florida limited liability company

By: 
Don Moore, as Custodian for Mandy Moore under the Florida Uniform Transfers to Minors Act, sole member

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