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MERGER OR SHARE EXCHANGE

KATZ INVESTMENTS, INC.

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ARTICLES OF MERGER
OF
KATZ INVESTMENTS, INC.
(a Maryland corporation)
WITH AND INTO
KATZ INVESTMENTS, INC.
(a Florida corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is KATZ INVESTMENTS, INC., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is KATZ INVESTMENTS, INC., Inc., a Maryland corporation (the "Terminating Corporation").

THIRD: The Plan of Merger is attached hereto as Exhibit A.


FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by written consent of the board of directors and shareholders of the Surviving Corporation effective as of August 31, 2006.

SIXTH: The Plan of Merger was adopted by written consent of the board of directors and shareholders of the Terminating Company effective as of August 31, 2006.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 31st day of August, 2006.

KATZ INVESTMENTS, INC., a Maryland corporation

By: 
Thomas O. Katz, Vice President

KATZ INVESTMENTS, INC., a Florida corporation

By: 
Thomas O. Katz, Vice President

EXHIBIT A

**PLAN OF MERGER
OF
KATZ INVESTMENTS, INC.
(a Maryland corporation)
INTO
KATZ INVESTMENTS, INC.
(a Florida corporation)**

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

FIRST: The name and jurisdiction of the surviving corporation is KATZ INVESTMENTS, INC., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is KATZ INVESTMENTS, INC., a Maryland corporation (the "Terminating Corporation").

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

1. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

2. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.

3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or applicable law.

FOURTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, each share of common stock of the Surviving Corporation issued and outstanding as of the effective time shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

2. All shares of the capital stock of the Terminating Corporation issued and outstanding as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

[END OF DOCUMENT]