

P97000008398

KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

KENNETH B. GARDNER  
FRANK H. KILLGORE, JR.  
KRISTINE R. KUTZ  
MARK L. ORNSTEIN

940 HIGHLAND AVENUE  
ORLANDO, FLORIDA 32803

CRAIG S. PEARLMAN<sup>1</sup>  
T. GREY SQUIRES<sup>2</sup>  
MARTIN F. STAMP<sup>3</sup>

ROBERT M. STEENBERGH, P.A.  
OF COUNSEL

POST OFFICE BOX 1913  
ORLANDO, FLORIDA 32802-1913  
TELEPHONE: (407) 425-1020  
FAX: (407) 839-3635

<sup>1</sup> ALSO MEMBER OF DC & WEST VIRGINIA BAR  
<sup>2</sup> CERTIFIED CIRCUIT COURT MEDIATOR  
<sup>3</sup> ALSO MEMBER OF NEW YORK & TEXAS BAR

December 23, 1997

300002383133--9  
-12/26/97--01039--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger of THE CASSIDY COMPANY into  
SUN SPOTS PRODUCTIONS, INC.

FILED  
97 DEC 26 PM 6:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the ARTICLES OF MERGER OF THE CASSIDY COMPANY  
a North Carolina Corporation, into SUN SPOTS PRODUCTIONS, INC., a Florida Corporation.  
Also enclosed is a check in the amount of \$70.00 for the filing fees.

If you have any questions, please give me a call.

Sincerely,

*Carol L. Borglum*

Carol L. Borglum  
Secretary to Martin F. Stamp

\cb  
Enclosures

VS JAN 7 1998

*Merger*

P97000008398

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CASSIDY COMPANY BROADCAST AUDIO SPECIALISTS INC., a North  
Carolina corporation, F97000003660

INTO

SUN SPOTS PRODUCTIONS, INC., a Florida corporation, P97000008398.

File date: December 26, 1997

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
**OF**  
**THE CASSIDY COMPANY, a North Carolina Corporation,**  
**into**  
**SUN SPOTS PRODUCTIONS, INC., a Florida Corporation**

FILED  
97 DEC 26 PM 6:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

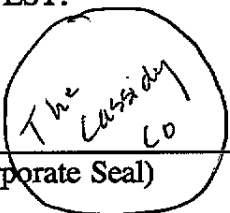
ARTICLES OF MERGER between THE CASSIDY COMPANY, a North Carolina corporation ("CASSIDY") and SUN SPOTS PRODUCTIONS, INC., a Florida corporation ("SUN SPOTS").

Pursuant to s. 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act") CASSIDY and SUN SPOTS adopt the following Articles of Merger.

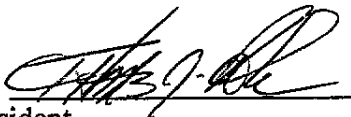
1. The Agreement and Plan of Merger dated December 5, 1997 ("Plan of Merger"), between CASSIDY and SUN SPOTS was approved and adopted by the shareholders and Boards of Directors of CASSIDY and SUN SPOTS on December 5, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of CASSIDY's stock will be acquired by means of a merger of CASSIDY into SUN SPOTS with SUN SPOTS the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the later of the filing of these Articles of Merger with the Secretary of State of Florida and the Secretary of North Carolina.

IN WITNESS WHEREOF, the parties have set their hands this 5th day of December, 1997.

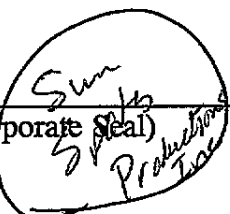
ATTEST:

  
\_\_\_\_\_  
(Corporate Seal)

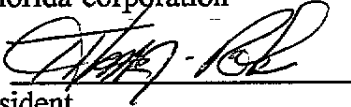
THE CASSIDY COMPANY,  
a North Carolina corporation

By:   
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
(Corporate Seal)

SUN SPOTS PRODUCTION, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
President

## PLAN OF MERGER

Merger between SUN SPOTS PRODUCTIONS, INC., (the "Surviving Corp.") and THE CASSIDY COMPANY, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

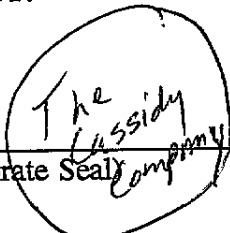
1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of the common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida and North Carolina Secretaries of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their

respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida and North Carolina Secretaries of State. The Articles of Merger shall specify the "Effective Date," which shall be the later of the filing date of the Articles in Florida or in North Carolina.

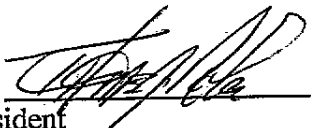
7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter.
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 5th day of December, 1997.

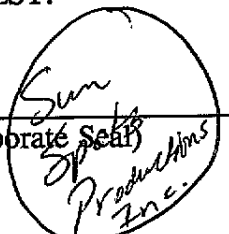
ATTEST:

  
(Corporate Seal) \_\_\_\_\_

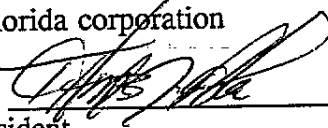
THE CASSIDY COMPANY,  
a North Carolina corporation

By:   
\_\_\_\_\_  
President

ATTEST:

  
(Corporate Seal) \_\_\_\_\_

SUN SPOTS PRODUCTION, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
President