

P98000105568

16 December 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 12:00

Secretary of State
Division of Corporations
Amendments Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Video Direct Distributors, Inc.

Dear Sir/Madam:

Your records will show that Video Direct Distributors, Inc. ("Video Direct") is a Virginia corporation duly registered as a foreign corporation to do business in Florida. The enclosed documents are submitted to convert Video Direct from a Virginia to a Florida corporation via merger pursuant to Chapter 368 (a)(1)(f) of the Internal Revenue Code of the United States.

From my conversations with the Division of Corporations, I learned that Video Direct need not submit a Withdrawal Form prior to its incorporation: the procedure involves submission of the (1) Florida Articles of Incorporation, (2) Articles of Merger and (3) Plan of Merger. These documents are enclosed.

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Additionally, I am enclosing Video Direct company checks in the following amounts to cover these costs: 70.00

\$122.50 for the Incorporation Fee, Registered Agent Fee and

Certified Copy of the Articles of Incorporation.

\$70.00 Merger Fees for a 2-Party Merger

If you have any questions or comments, please contact me immediately at 954/484-3232. Thank you for your time.

Sincerely,

Francisco Corrales

merger

SF - 12/21/98

gave OK to
correct statute
#15.

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VIDEO DIRECT DISTRIBUTORS, INC., F98000005318, a Virginia corp.

INTO

VIDEO DIRECT DISTRIBUTORS, INC., a Florida corporation, P98000105568.

File date: December 17, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER/Video Direct Distributors, Inc.

The following articles of merger are being submitted in accordance with Section 607.1105, 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 & Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Video Direct Distributors, Inc. Florida Document/Registration Number: F98000005318 FEI #: 54-1235906	Virginia	Corporation

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SECOND:

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

<u>Name & Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Video Direct Distributors, Inc. Florida Document/Registration Number: <u>P98000105568</u> FEI #: 54-1235906	Florida	Corporation

THIRD:

The attached Plan of Merger meets the requirements of the Florida Statutes, and was approved by the domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes. Date of adoption by the shareholders was December 17, 1998 for VIDEO DIRECT DISTRIBUTORS, INC., the Florida corporation.

FOURTH:

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions. Date of adoption by the shareholders was December 14, 1998 for VIDEO DIRECT DISTRIBUTORS, INC., the Virginia corporation.

FIFTH:

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any provision found in the articles, bylaws or resolutions adopted by either corporation.

SIXTH:

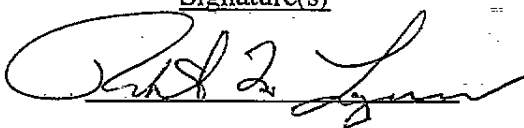
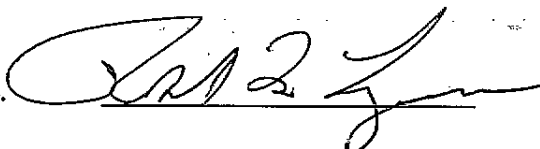
The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH:

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

EIGHTH:

SIGNATURES FOR EACH PARTY

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name</u>
Video Direct Distributors, Inc. [Florida]		Robert M. Lazarus, President
Video Direct Distributors, Inc. [Virginia]		Robert M. Lazarus, President

PLAN OF MERGER/Video Direct Distributors, Inc.

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107, Florida Statutes.

FIRST:

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

	<u>Name</u>	<u>Jurisdiction</u>
1.	Video Direct Distributors, Inc.	Virginia
2.	Video Direct Distributors, Inc.	Florida

SECOND:

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

<u>Name</u>	<u>Jurisdiction</u>
Video Direct Distributors, Inc.	Florida

THIRD:

The terms and conditions of the merger are as follows:

Video Direct Distributors, Inc. is effectuating a transfer of its state of incorporation from Virginia to Florida by way of a merger with a Florida Shell Corporation pursuant to the Chapter F Reorganization provisions found in Section 368(a)(1)(f) of the US Internal Revenue Code. All corporate assets and liabilities are being duly transferred over pursuant to applicable state and federal laws.

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:

Both corporations are authorized to issue 25,000 shares of stock. The 2,500 outstanding shares of the merging corporation, Video Direct Distributors, Inc. (Virginia) are all owned by Robert M. Lazarus, President and Director. These shares are to be converted into 2,500 shares of the surviving corporation, Video Direct Distributors, Inc. (Florida), again owned by Mr. Lazarus.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into the 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:

There are no outstanding rights to acquire interests, shares, obligations or other securities of each merged party.

FIFTH:

All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is incorporated are as follows:

[None]

SIXTH:

Other provisions, if any, relating to the merger, are as follows:

[None]