

F16521

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PPI ACQUISITION I CORP., a nonqualified Delaware corp.

INTO

**PERSONALIZED PROGRAMMING, INC.**, a Florida corporation, F16521.

File date: January 30, 1997, Effective 1/3/97

Corporate Specialist: Susan Payne

CONTACT:

OFFICE USE ONLY (Document #)

**F16521**

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(904) 681-6528

(City, State, Zip)

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

EFFECTIVE DATE:  
2/3/97

1 Personalized Programming, Inc.

(Corporation Name)

(Document #)

2 and

(Corporation Name)

(Document #)

3 API Acquisition I Corp.

(Corporation Name)

(Document #)

4 \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk In

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☐ Mail Out

☐ Will Wait

☐ Photocopy

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☐ Certificate of Good Standing

☐ ARTICLES ONLY

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☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS

<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS

<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input checked="" type="checkbox"/> Merger

OTHER FILINGS

<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JAN 30 AM 10:27

wants eff  
date 2/3/97  
per client SF

merger  
2/4/97  
SF

Christensen Jensen

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

January 31, 1997

**FILING & SEARCH SERVICES, INC.**

**TALLAHASSEE, FL**

**SUBJECT: PERSONALIZED PROGRAMMING, INC.**  
**Ref. Number: F16521**

We have received your document for **PERSONALIZED PROGRAMMING, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the date on page 2 of the Articles of Merger.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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 (904) 487-6906.

**Darlene Connell**  
**Corporate Specialist**

**Letter Number: 397A00005213**

EFFECTIVE DATE  
2/3/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER BETWEEN  
PERSONALIZED PROGRAMMING, INC. 97 JAN 30 AM 10:27  
AND  
PPI ACQUISITION I CORP.

Pursuant to Section 607.1105, Florida Statutes, Personalized Programming, Inc., a Florida corporation ("PPI"), and PPI Acquisition I Corp., a Delaware corporation ("Acquisition"), adopt the following Articles of Merger for the purpose of merging Acquisition into PPI, the latter of which is to survive the merger.

ARTICLE I.

The Plan of Merger is as follows:

PLAN OF MERGER

PPI and Acquisition hereby adopt the following Plan of Merger, pursuant to Section 607.1101, Florida Statutes:

1. The names of the corporations planning to merge are **Personalized Programming, Inc.** and **PPI Acquisition I Corp.** The name of the surviving corporation is **Personalized Programming, Inc.**

2. The general terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of Acquisition shall cease and PPI succeed to all the rights, privileges, immunities, and franchises and all the property (real, personal, and mixed) of Acquisition without the necessity of any separate transfer. PPI shall thereafter be responsible and liable for all obligations of Acquisition, and neither the rights of the creditors nor any liens on the property of Acquisition shall be impaired by the merger.

3. The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger, each share of common stock of Acquisition shall be automatically converted into one (1) share of common stock of PPI.

ARTICLE II.

The effective date of the merger shall be the later of: (a) February 3, 1997; or (b) the date these Articles of Merger are accepted for filing.

### ARTICLE III.

Acquisition's Board of Directors and shareholders unanimously adopted the Plan of Merger on September 30, 1996, pursuant to Section 607.1103 and 607.0704, Florida Statutes. PPI's Board of Directors and Shareholder adopted the Plan of Merger on September 30, 1996. In each case, the number of votes cast in favor of the merger constituted a sufficient number of votes to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 28th day of January, 1997.

PERSONALIZED PROGRAMMING,  
INC., a Florida corporation

By: Michael Singer  
Michael Singer  
President

PPI ACQUISITION I CORP., a Delaware  
corporation

By: Wayne Burks  
President  
Wayne Burks