

Document-Number Only

172920

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002656944--8

-10/06/98--01048--025

*****70.00 *****70.00

400002656944--8

-10/06/98--01048--026

*****8.75 *****8.75

Diverse Media Acquisitions, Inc.

into:

Audio Communications Network, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☒ CUS

Certificate Re-

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Show Tal
Names: dlc

10-6-98

cc

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Thanks, Melanie ☺

OCT - 6 1998

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CR2E031 (1-89)

RECEIVED
98 OCT - 6 PM 2:31
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIVERSE MEDIA ACQUISITIONS, INC., a Florida corporation, P98000043695

INTO

AUDIO COMMUNICATIONS NETWORK, INC., a Florida corporation, 172920

File date: October 6, 1998

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
ARTICLES OF MERGER
OF
DIVERSE MEDIA ACQUISITIONS, INC.
A FLORIDA CORPORATION
INTO
AUDIO COMMUNICATIONS NETWORK, INC.
A FLORIDA CORPORATION

FILED
98 OCT -6 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby submit the following articles of merger and certify that:

FIRST: The plan of merger is as follows:

(A) At the Effective Time of the Merger, Diverse Media Acquisitions, Inc. shall be merged with and into Audio Communications Network, Inc. in accordance with the applicable provisions of the laws of the State of Florida, and the separate existence of Diverse Media Acquisitions, Inc. shall cease, and Audio Communications Network, Inc., as the surviving corporation in the Merger, shall continue its corporate existence under the laws of the State of Florida;

(B) At the Effective Time of the Merger and by virtue of the Merger: (i) each share of common stock, par value \$0.25 per share, of Audio Communications Network, Inc. held by Audio Communications Network, Inc. as treasury shares or owned by Diverse Media Acquisitions, Inc., or any of its affiliates shall be canceled; (ii) each other outstanding share of common stock, par value \$0.25 per share, of Audio Communications Network, Inc. shall be converted into the right to receive \$6.40 in cash, without interest, less any required withholding taxes; (iii) each issued and outstanding share of capital stock of Diverse Media Acquisitions, Inc. shall be converted into and become one validly issued, fully paid, and non-assessable share of common stock, par value \$0.01 per share, of Audio Communications Network, Inc.; and (iv) immediately prior to the Effective Time, each outstanding option to purchase common stock of Audio Communications Network, Inc. ("Options"), whether or not such Options are then exercisable, shall be canceled and each holder of a canceled Option shall be entitled to receive in cash from Audio Communications Network, Inc., in consideration for the cancellation of each such Option, an amount equal to the product of (i) the number of shares to be issued upon the exercise of such Option, and (ii) the excess, if any, of \$6.40 over the exercise price per share previously subject to such Option.

SECOND: The Effective Time of the Merger shall be the time and date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

THIRD: The plan of merger was adopted by the shareholders of Diverse Media Acquisitions, Inc., a Florida corporation, on the 3rd day of June 1998, and was adopted by the shareholders of Audio Communications Network, Inc. a Florida corporation, on the 24th day of September 1998.

[REMAINDER OF THE PAGE INTENTIONALLY LEFT BLANK]

Signed this 6 day of October, 1998.

AUDIO COMMUNICATIONS NETWORK, INC.
(Name of Surviving Corporation)

By: _____

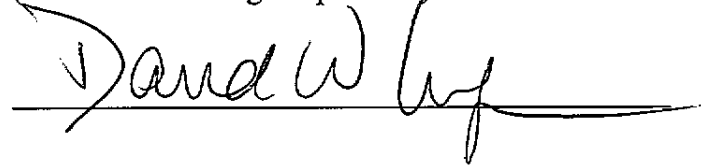
DIVERSE MEDIA ACQUISITIONS, INC.
(Name of Merged Corporation)

By: _____
Douglas Wolf, President

Signed this 16 day of October, 1998.

AUDIO COMMUNICATIONS NETWORK, INC.
(Name of Surviving Corporation)

By:

A handwritten signature in dark ink, appearing to read "David Wolf", is written over a horizontal line.

DIVERSE MEDIA ACQUISITIONS, INC.
(Name of Merged Corporation)

By:

Douglas Wolf, President