

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

100002656941--7
-10/06/98--01048--023
*****175.00 *****175.00

100002656941--7
-10/06/98--01048--024
*****8.75 *****8.75

Audio Communications Network, Inc.

And:

Audio Communications Network, Inc.

Florida Sound Engineering Company

Suncom, Inc.

Audio Communications Network, Inc.

98 OCT -6 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☐ 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

Caribbean Re-

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Showing

Names

State

Name	Availability
Document Examiner	
Updater	Jee
Verifier	10/7
Acknowledgment	
W.P. Verifier	

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

OCT - 6 1998

Today's
Date

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

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUDIO COMMUNICATIONS NETWORK, INC., a Maryland corporation

FLORIDA SOUND ENGINEERING COMPANY, a Florida corporation,
P95000091781

SUNCOM, INC., a Delaware corporation

AUDIO COMMUNICATIONS NETWORK, INC., a Missouri corporation

INTO

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

File date: October 6, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF
AUDIO COMMUNICATIONS NETWORK, INC.
(a Florida corporation)

FILED
98 OCT -6 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
AUDIO COMMUNICATIONS NETWORK, INC. (a Maryland corporation),
FLORIDA SOUND ENGINEERING COMPANY (a Florida corporation),
SUNCOM, INC. (a Delaware corporation), AND
AUDIO COMMUNICATIONS NETWORK, INC. (a Missouri corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Statutes"), and certify that:

1. Audio Communications Network, Inc., a Maryland corporation, Florida Sound Engineering Company, a Florida corporation, Suncom, Inc., a Delaware corporation, and Audio Communications Network, Inc., a Missouri corporation (collectively, the "Merging Subsidiaries") each a wholly-owned subsidiary of Audio Communications Network, Inc., a Florida corporation (the "Parent"), shall be merged with and into the Parent, which shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which the Merging Subsidiaries shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 607.1104 of the Florida Statutes, Section 253 of the Delaware General Corporation Law, Section 3-106 of the Maryland General Corporation Law, and Section 351.447 of the Missouri General and Business Corporation Law by the Boards of Directors and sole shareholder of each party to the Merger on October 6, 1998.

3. The Merger shall become effective (the "Effective Time") as of the later of the filing of these Articles of Merger with the Secretary of State of the State of Florida and the filing of the Articles of Merger of Audio Communications Network, Inc., a Maryland corporation, and the Certificate of Ownership and Merger of Suncom, Inc., a Delaware corporation, in their respective domestic jurisdiction.

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

A. All of the issued and outstanding shares of common stock of each Merging Subsidiary are presently owned and held by the Parent. Parent, as the sole shareholder of each Merging Subsidiary, has agreed that no additional shares of Parent common stock, or other securities, cash or other property, shall be issued by Parent or any other corporation in conversion of, or in exchange for, any Merging Subsidiary common stock. Therefore, upon the Effective Time, without any further action on the part of any party, each issued and outstanding share of common stock of each Merging Subsidiary shall be canceled. Share certificates which, prior to the Effective Time, represented shares of common stock of each Merging Subsidiary shall be deemed canceled as of the Effective Time.

B. The Parent, which is the sole shareholder of each Merging Subsidiary, has approved the Merger. There are no holders of shares of common stock of any Merging Subsidiary who may dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes and thereby be entitled, upon compliance with the provisions of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

5. The Board of Directors of Parent, as the sole shareholder of each of the Merging Subsidiaries, by action approved October 6, 1998, waived the requirement to receive by mail a copy of the Plan of Merger in accordance with Section 607.1104(3) of the Florida Statutes.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of October 6, 1998.

AUDIO COMMUNICATIONS NETWORK, INC.,
a Florida Corporation

By: Larry J. Austin
Name: Larry J. Austin
Title: President

FLORIDA SOUND ENGINEERING COMPANY,
a Florida Corporation

By: Larry J. Austin
Name: Larry J. Austin
Title: President

AUDIO COMMUNICATIONS NETWORK, INC.,
a Maryland Corporation

By: Larry J. Austin
Name: Larry J. Austin
Title: President

SUNCOM, INC.,
a Delaware Corporation

By: Larry J. Austin
Name: Larry J. Austin
Title: President

AUDIO COMMUNICATIONS NETWORK, INC.,
a Missouri Corporation

By: Larry J. Austin
Name: Larry J. Austin
Title: President