

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

400002657304--4

-10/07/98--01009--014

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

400002657304--4

-10/07/98--01009--015

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

Audio Communications Network, Inc.

And

DMH Holdings, 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

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

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OCT - 6 1998

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Thanks, Melanie

98 OCT - 6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

DMA HOLDINGS, INC., a Delaware corporation not qualified in Florida.

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 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
DMA HOLDINGS, INC.
(a Delaware 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 Florida corporation (the "Merging Subsidiary"), and a wholly-owned subsidiary of DMA Holdings, Inc., a Delaware 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 Subsidiary shall be merged with and into the Parent (the "Merger") was adopted pursuant to Section 253 of the Delaware General Corporation Law by the Board of Directors of the Parent (the sole shareholder of the Merging Subsidiary) on October 16, 1998 and by the Board of Directors of the Merging Subsidiary on October 16, 1998. The Plan of Merger was adopted by the sole shareholder of the Parent on October 16, 1998 and by the sole shareholder of the Merging Subsidiary on October 16, 1998.
3. The Merger shall become effective (the "Effective Time") as of the later of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the filing of these Articles of Merger with the Secretary of State of the State of Florida.
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 the Merging Subsidiary are presently owned and held by the Parent. Parent, as the sole shareholder of the 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, the 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 the Merging Subsidiary shall be

canceled. Share certificates which, prior to the Effective Time, represented shares of common stock of the Merging Subsidiary shall be deemed canceled as of the Effective Time.

B. The Parent, which is the sole shareholder of the Merging Subsidiary, has approved the Merger. There are no holders of shares of common stock of the 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 the Merging Subsidiary, 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.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT 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.

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

DMA HOLDINGS, INC.

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