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ROGERS, TOWERS

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Division of Corporations

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340909

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MERGER OR SHARE EXCHANGE

JACKSONVILLE SOUND & COMMUNICATIONS, INC.

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Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 6, 2004

JACKSONVILLE SOUND & COMMUNICATIONS, INC.
5021 STEPP AVE
JACKSONVILLE, FL 32216US

SUBJECT: JACKSONVILLE SOUND & COMMUNICATIONS, INC.
REF: 340909

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
AUDIO SYSTEMS OF FLORIDA, INC.,
A FLORIDA CORPORATION
WITH AND INTO
JACKSONVILLE SOUND & COMMUNICATIONS, INC.,
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger between Audio Systems of Florida, Inc., a Florida corporation ("ASF"), and Jacksonville Sound & Communications, Inc., a Florida corporation ("JSC"). Pursuant to Section 607.1105, Florida Statutes, ASF and JSC adopt the following Articles of Merger:

1. The Plan of Merger, dated October 5, 2004, between ASF and JSC was approved and adopted by the shareholders of ASF on October 5, 2004, and was approved and adopted by the shareholders of JSC on October 5, 2004.
2. Pursuant to the Plan of Merger, ASF will be merged into and with JSC and JSC shall be the surviving corporation (the "Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b), Florida Statutes, the Merger shall be effective at 12:01 a.m. on January 1, 2005.

IN WITNESS WHEREOF, the parties have set their hands this 5 day of October, 2004.

Audio Systems of Florida, Inc.

By: Robert E. Begley, Jr.
Name: Robert E. Begley, Jr.
Title: Chairman & President MB

Jacksonville Sound & Communications, Inc.

By: Wilson W. Gick, III
Name: Wilson W. Gick, III
Title: Vice Chairman

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Exhibit A

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**PLAN OF MERGER
OF
AUDIO SYSTEMS OF FLORIDA, INC.
WITH AND INTO
JACKSONVILLE SOUND & COMMUNICATIONS, INC.**

Dated: October 5, 2004

Merger of Audio Systems of Florida, Inc., a Florida corporation ("ASF" or "Disappearing Corporation"), with and into Jacksonville Sound & Communications, Inc., a Florida corporation ("JSC" or "Surviving Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Florida Statutes Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

ASF shall be merged into JSC with JSC constituting the surviving corporation and the terms and conditions of said merger shall be as follows:

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger shall without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's common stock that shall be issued and outstanding immediately prior to the Effective Date shall without more be converted into and exchanged for shares of JSC common stock in accordance with that certain Merger Agreement, by and between ASF and JSC, of even date herewith.
3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of JSC's stock may be issued.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate offices of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Secretary of State and Effective Date. As provided in the Merger Agreement of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger and upon such execution this Plan shall be

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deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2005.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived as any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. This Plan may be terminated at any time prior to the Effective Time: (a) by mutual written consent of the Constituent Corporations; or (b) by the affirmative vote to terminate the Agreement of the Board of Directors of either Constituent Corporation if there shall be a pending or threatened action or proceeding before any court or other governmental body which shall seek to restrain, prohibit or invalidate the transactions contemplated hereby, or, the occurrence of any other development which, in the reasonable judgment of such Constituent Corporation, makes it inadvisable to proceed with the Plan.

* * * * *

IN WITNESS WHEREOF, both ASF and JSC have caused this Plan of Merger to be executed as of the date set forth above.

Audio Systems of Florida, Inc.

By: 

Name: Robert E. Begley, Jr.

Title: Chairman & President

Jacksonville Sound & Communications, Inc.

By: 

Name: Wilson W. Sick, III

Title: Vice Chairman

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