

358106



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 972936 4812402

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 105.00

ORDER DATE : September 24, 1998

ORDER TIME : 1:29 PM

ORDER NO. : 972936-005

CUSTOMER NO: 4812402

CUSTOMER: Gregory J. Dziak, Legal Asst
Calfee, Halter & Griswold LLP
1400 McDonald Investment Ctr.
800 Superior Avenue
Cleveland, OH 44114-2688

700002654727--6

FILED
98 OCT -2 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

D S LATINO, INC.
SOBE MUSIC FEST, INC.

INTO

SPEC'S MUSIC, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 OCT -2 PM 1:55
DIVISION OF CORPORATION

me 10/9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 5, 1998

CSC
CASSANDRA BRYANT
TALLAHASSEE, FL

SUBJECT: SPEC'S MUSIC, INC.
Ref. Number: 358106

RESUBMIT

Please give original
submission date as file date.

We have received your document for SPEC'S MUSIC, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 898A00049398

RECEIVED
98 OCT -9 AM 11:23
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

D S LATINO, INC., a Florida corporation, P97000018565

SOBE MUSIC FEST, INC., a Florida corporation, P96000086631

INTO

SPEC'S MUSIC, INC., a Florida corporation, 358106.

File date: October 2, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 105.00

**ARTICLES OF MERGER OF D S LATINO, INC.
AND SOBE MUSIC FEST, INC. WITH
AND INTO SPEC'S MUSIC, INC.**

FILED
98 OCT -2 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), Spec's Music, Inc. ("Spec's"), D S Latino, Inc. ("DSL") and SoBe Music Fest, Inc. ("SoBe"), each a Florida corporation, adopt the following Articles of Merger for the purpose of merging DSL and SoBe, each a wholly owned subsidiary of Spec's, with and into Spec's (the "Merger").

FIRST: The names of the corporations that are parties to the Merger are:

SPEC'S MUSIC, INC., a Florida corporation - Surviving Corporation;

D S LATINO, INC., a Florida corporation; and

SOBE MUSIC FEST, INC., a Florida corporation.

SECOND: The Plan of Merger is as follows:

1. Upon the filing of these Articles of Merger by the Department of State of the State of Florida, the Merger shall become effective in accordance with the Act. The time and date on which the Merger becomes effective is hereinafter referred to as the "Effective Time;"

2. Pursuant to the relevant provisions of the Act, DSL and SoBe shall be merged with and into Spec's at the Effective Time, and Spec's shall be the surviving corporation (the "Surviving Corporation"); and

3. Upon the effectiveness of the Merger, each of the following transactions shall be deemed to occur simultaneously:

a. The Articles of Incorporation of Spec's, as in effect immediately prior to the Effective Time, shall become the Articles of Incorporation of the Surviving Corporation until thereafter further amended as provided therein and under the Act;

b. The By-Laws of Spec's, as in effect immediately prior to the Effective Time, shall become the By-Laws of the Surviving Corporation until thereafter amended or repealed in accordance with their terms and the Articles of Incorporation of the Surviving Corporation and as provided under the Act;

c. The directors of Spec's immediately prior to the Effective Time, from and after the Effective Time, shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

d. The officers of Spec's immediately prior to the Effective Time, from and after the Effective Time, shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

e. At the Effective Time, all of the issued and outstanding shares of common stock of DSL shall automatically be canceled and retired and Spec's shall thereupon cease to have any rights with respect thereto;

f. At the Effective Time, all of the issued and outstanding shares of common stock of SoBe shall automatically be canceled and retired and Spec's shall thereupon cease to have any rights with respect thereto; and

g. Camelot Southeast Region, Inc., the sole shareholder of Spec's, shall continue from and after the Effective Time to hold the same share certificates representing all of the issued and outstanding shares of common stock of Spec's that it holds immediately prior to the Effective Time, and such share certificates shall continue to represent the like number of shares of the Surviving Corporation from and after the Effective Time.

THIRD: Pursuant to the provisions of the Act, the Plan of Merger was adopted by written action without a meeting of the Boards of Directors of Spec's, DSL and SoBe effective as of September 24, 1998 in accordance with Section 607.0821 of the Act and approved by written action without a meeting of the sole shareholders of DSL and SoBe effective as of September 24, 1998 in accordance with Section 607.0704 of the Act. Approval of the sole shareholder of Spec's is not required pursuant to Section 607.1103(7) of the Act.

FOURTH: Spec's will continue its existence as the surviving corporation under the name "Spec's Music, Inc." pursuant to the provisions of the Act.

IN WITNESS WHEREOF, Spec's, DSL and SoBe have each caused these Articles of Merger to be executed by their duly authorized officers as of the 24th day of September, 1998, pursuant to the Act.

SPEC'S MUSIC, INC.

By: James E. Bonk
James E. Bonk, Chief Executive Officer

D S LATINO, INC.

By: James E. Bonk
James E. Bonk, Chairman

SOBE MUSIC FEST, INC.

By: James E. Bonk
James E. Bonk, President