



358106

ACCOUNT NO. : 072100000032

REFERENCE : 455203 4321881

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 SEP -4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 31, 2001

ORDER TIME : 10:19 AM

ORDER NO. : 455203-025

CUSTOMER NO: 4321881

900004567549--4

CUSTOMER: Alexa Schumann, Esq
Honen & Wood, P.c.
126 State Street
Fifth Floor
Albany, NY 12207-1606

ARTICLES OF MERGER

SPECS-L/T, INC.

INTO

SPEC'S MUSIC, INC.

RECEIVED
01 SEP -4 AM 11:26
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

C. Coulliette SEP 04 2001

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SPECS-L/T, INC., a Delaware corporation not qualified

INTO

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

File date: September 4, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

SPECS-L/T, INC.
(a Delaware corporation)

AND

SPEC'S MUSIC, INC.
(a Florida corporation)

FILED
2001 SEP -4 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a copy of the Plan of Merger for merging SPECS-L/T, Inc. with and into Spec's Music, Inc.
2. The merger of SPECS-L/T, INC. with and into Spec's Music, Inc. is permitted by the laws of the State of Delaware, which is the jurisdiction of organization of SPECS-L/T, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of SPECS-L/T, INC. was August 31, 2001.
3. The shareholders of Spec's Music, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on August 31, 2001.

IN WITNESS WHEREOF, the undersigned have subscribed this certificate and affirm the truth of the statements contained herein under penalty of perjury as of the 31st day of August, 2001.

SPEC'S MUSIC, INC.

By: 

Edward O'Brien
Assistant Secretary

SPECS-L/T, INC.

By: 

John J. Sullivan
President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of the 31st day of August, 2001, adopted for SPECS-L/T, INC., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on August 31st, 2001, and adopted for Spec's Music, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 31st, 2001. The names of the corporations planning to merge are SPECS-L/T, INC., a business corporation organized under the laws of the State of Delaware, and Spec's Music, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which SPECS-L/T, INC. plans to merge is Spec's Music, Inc.

1. SPECS-L/T, INC. and Spec's Music, Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Spec's Music, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of SPECS-L/T, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be surrendered and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation was authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved has been submitted to the shareholders of the surviving corporation for their approval in the manner prescribed by the provisions of the Florida Business Corporation Act. On August 21st, 2001 the shareholders of SPECS-L/T, INC. approved this Plan of Merger by unanimous written consent. On August 31st, 2001 the shareholders of Spec's Music, Inc. approved this Plan of Merger by unanimous written consent.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers effective as of the date first above written.

SPEC'S MUSIC, INC.

By: 

Edward O'Brien
Assistant Secretary

SPECS-L/T, INC.

By: 

John J. Sullivan
President