



366334

ACCOUNT NO. : 072100000032

REFERENCE : 550570 7221575

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 78.75

FILED
02 FEB -7 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2001

ORDER TIME : 2:40 PM

ORDER NO. : 550570-010

CUSTOMER NO: 7221575

700004891237--9

CUSTOMER: Ms. Therese Lee
Spelling Entertainment Group
4655 Salisbury Road
Suite 399
Jacksonville, FL 32256

RECEIVED
02 FEB -7 PM 4:28
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WMJX, INC.

INTO

CHARTCOM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. Coulliette FEB 08 2002

CONTACT PERSON: Jeanine Reynolds X1133

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

WMJX, INC., a Florida corporation, 366334

INTO

CHARTCOM, INC., a Delaware entity not qualified in Florida

File date: February 7, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER OF
WMJX, INC.
INTO
CHARTCOM, INC.

FILED
FEB - 7 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Business Corporation Act, the undersigned corporations hereby certify as follows:

FIRST, a Plan of Merger providing for the merger of WMJX, Inc., a Florida corporation into Chartcom, Inc., a Delaware corporation and the sole shareholder of WMJX, Inc. (the "Merger"), was approved by Unanimous Written Consent of the Board of Directors of Chartcom, Inc. dated December 5, 2001. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

SECOND, the names of the corporations which are parties to the Merger are:

WMJX, Inc., a Florida corporation
Chartcom, Inc., a Delaware corporation

Chartcom, Inc. shall be the sole surviving corporation.

THIRD, the effective date of the Merger is the date of filing of the Articles of Merger.

FOURTH, there shall be no change in the Articles of Incorporation of the surviving corporation.

FIFTH, shareholder approval of the Merger was not required.

SIXTH, Chartcom, Inc. hereby waives the mailing of a copy of the Plan of Merger to it.

DATED: December 18, 2001

CHARTCOM, INC.

By: James F. Davis

James F. Davis

Title: Vice President

WMJX, INC.

By: James F. Davis

James F. Davis

Title: Vice President

PLAN OF MERGER

The following Plan of Merger, pursuant to the provisions of Section 607.1104, Florida Business Corporation Act, shall be followed in the event it is duly authorized and adopted by the Board of Directors of Chartcom, Inc., a Delaware corporation ("Chartcom").

1. WMJX, Inc., a Florida corporation ("WMJX"), shall be merged into Chartcom, the sole shareholder of WMJX. The separate existence of WMJX shall cease. Chartcom shall be the sole surviving corporation of the merger.
2. The merger shall be effective on the date of filing of the Articles of Merger.
3. On the effective date, by virtue of the merger, the one thousand (1,000) shares of authorized and outstanding common stock of WMJX shall be surrendered by Chartcom and cancelled.
4. Chartcom, the sole shareholder of WMJX, hereby waives notice of the mailing of the Plan of Merger to it.
5. Since Chartcom is the sole shareholder of WMJX, the provisions of Section 604.1104 (b) (4) regarding dissenter's rights are not applicable to the merger.