

Division of Corporations

447579

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOUND ADVICE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

*Merger*  
10/24/01

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SAI DISTRIBUTORS, INC., a Florida corporation, M77957

INTO

**SOUND ADVICE, INC.**, a Florida entity, 447579

File date: October 24, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

FIRST: SAI Distributors, Inc. is a corporation duly organized and existing under the laws of the State of Florida ("Merging Corporation");

SECOND: Sound Advice, Inc. is a corporation duly organized and existing under the laws of the State of Florida ("Surviving Corporation"); and

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on October 23, 2001 and shareholder approval was not required.

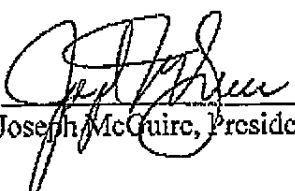
SIXTH: The Plan of Merger was adopted by the board of directors of the Merging Corporation on October 23, 2001 and shareholder approval was not required.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these Articles of Merger to be executed by each party hereto, as of the 23 day of October, 2001.

SOUND ADVICE, INC.

By:   
Joseph McGuire, Vice President

SAI DISTRIBUTORS, INC.

By:   
Joseph McGuire, President

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### PLAN OF MERGER

The following PLAN OF MERGER (the "Plan") is made and entered into, in compliance with §607.1104, F.S, as of the 23 day of October, 2001, by and between

SOUND ADVICE, INC., a corporation organized under the laws of the State of Florida (the "Company"); and

SAI DISTRIBUTORS, INC., a corporation organized under the laws of the State of Florida (the "Subsidiary").

### WITNESSETH:

WHEREAS, the Company and the Subsidiary plan to merge and the surviving corporation is Sound Advice, Inc.;

WHEREAS, the respective Boards of Directors of the Company and the Subsidiary have approved and adopted this Plan and Shareholder approval is not necessary;

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements herein contained, the manner and basis of converting the shares of common stock of the Company and the Subsidiary as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

1. Merger. The Subsidiary shall be merged with and into the Company. The Company shall be the survivor of the merger (the "Surviving Company") with the name SOUND ADVICE, INC. Except as herein specifically set forth, the Articles of Incorporation, Bylaws, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Subsidiary shall be merged into the Company and the Company as the Surviving Company shall be fully vested therewith. The separate and individual existence of the Subsidiary shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

2. Effective Time of Merger. The merger of the Subsidiary with and into the Company shall be effective as of the filing of Articles of Merger with the Florida Secretary of State (the "Effective Time of Merger").

3. Directors, Officers, Articles, and Bylaws of the Surviving Company. As of the Effective Time of the Merger:

a. The directors and officers of the Surviving Company shall be the persons who were the officers and directors of the Company immediately prior to the Effective Time of

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the Merger. All such directors and officers of the Surviving Company shall serve until their respective successors are elected or appointed pursuant to the Bylaws of the Surviving Company.

b. The Articles and Bylaws of the Company as in effect prior to the Effective Time of the Merger shall be the Articles and Bylaws of the Surviving Company.

4. Rights, Privileges, Immunities, Powers, Franchises, Duties, Assets and Liabilities of the Surviving Company.

a. As of the Effective Time of the Merger, each and all of the rights, privileges, immunities, powers, franchises and interests of the Company and the Subsidiary, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be deemed to be transferred to and vested in the Surviving Company, without any further action, deed, transfer or assignment; and title to any real estate or any interest therein, vested in either the Company or the Subsidiary shall not revert or be in any way impaired by reason of the merger.

b. The rights of creditors of the Company and the Subsidiary shall not be impaired in any manner by the merger; nor shall any liability or obligation for the payment of any money due or to become due, or any claim or demand or any cause existing against the Company and the Subsidiary be in any manner released or impaired; and all of the rights, obligations and relations of all parties, creditors, depositors and others shall remain unimpaired by the merger. The Surviving Company shall succeed to the obligations, liabilities and trusts of the Company and the Subsidiary, and shall be held liable to pay and discharge all such obligations and liabilities and shall perform all such trusts in the same manner as though the Surviving Company had the Company incurred the obligation, liability or trust. No suit, action or other proceeding pending at the Effective Time of the Merger before any court or tribunal in which either the Company or the Subsidiary is a party shall be deemed to have abated or to have been discontinued by reason of the merger, and the same may be prosecuted to final judgment in the same manner as if they had not entered into this Plan of Merger, or the Surviving Company may be substituted in the place of either the Company or the Subsidiary by order of the court or tribunal in which such suit, action or proceeding may be pending.

c. The Surviving Company, as the surviving entity of the merger, shall have all of the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

5. Manner of Converting Shares of Common Stock. Upon the Effective Time of Merger, by virtue of the merger and without any action on the part of any record holder thereof:

a. The outstanding common stock of the Subsidiary, consisting of One Hundred (100) shares of the Subsidiary's common stock (the "Parent Common Stock"), held by the Company shall be canceled and shall no longer be issued or outstanding.

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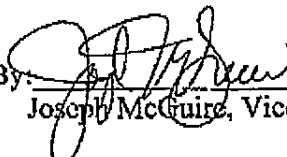
b. The capital stock of the Company outstanding immediately prior to the Effective Time of the Merger shall continue to be outstanding as capital stock of the Surviving Company.

6. Further Actions. From time to time, as and when requested by the Surviving Company or by its successors and assigns, the Subsidiary shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions as the Surviving Company or its successors or assigns may deem necessary or desirable in order to carry out the intents and purposes of this Plan of Merger.


7. Governing Law. This Plan shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

SOUND ADVICE, INC.

By:   
Joseph McGuire, Vice President

SAI DISTRIBUTORS, INC.

By:   
Joseph McGuire, President

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