

515103

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100003001771--8
-09/30/99-01062-011
****113.75 ****113.75

CORPORATION(S) NAME

TelAv Audio Visual Services, Inc.

merging:

International Simultaneous Translation Service (USA), Inc.

I.S.T.S., Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/30/99

C. COULLIETTE OCT 04 1999

RECEIVED
99 SEP 30 PM 1:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 SEP 30 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE (U.S.A.) INC., a
Florida corporation, 515103

INTO

TELAV AUDIO VISUAL SERVICES, INC., a Delaware corporation not qualified
in Florida

File date: September 30, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE
(U.S.A.) INC.
Ref. Number: 515103

We have received your document for INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE (U.S.A.) INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must file Articles of Merger and Plan of merger. We are enclosing an example form for your convenience.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 499A00047914



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE
(U.S.A.) INC.
Ref. Number: 515103

We have received your document for INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE (U.S.A.) INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

To be more specific, you need to take off the "Joint Certificate "*****" and replace this with "Articles of Merger". We do not file ownership certificates here. Take the reference of the Delaware statute out of the title as well.

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) 487-6903.

— Cheryl Coulliette
Document Specialist

Letter Number: 599A00048066

Please Withdraw - OK

Theresa

RECEIVED
99 OCT -4 PM 4:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING
INTERNATIONAL SIMULTANEOUS TRANSLATION SERVICE (USA) INC.
AND I.S.T.S., INC.
INTO
TELAV AUDIO VISUAL SERVICES, INC.
(PURSUANT TO SECTION 607.1105 OF THE
FLORIDA 1989 BUSINESS CORPORATION ACT**

FILED
99 SEP 30 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following joint certificate of ownership and merger and articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: Telav Audio Visual Services, Inc. ("TAVS"), whose address is c/o Ross Jones, Berkshire Partners LLC, One Boston Place, Boston, Massachusetts 02108, is incorporated pursuant to the General Corporation Law of the State of Delaware and is the surviving corporation.

SECOND: International Simultaneous Translation Service (USA) Inc. ("ISTS FL"), a corporation organized under the laws of the State of Florida, and (ii) I.S.T.S., Inc. ("ISTS DE"), a corporation organized under the laws of the State of Delaware, are each a merging corporation.

THIRD: TAVS owns all of the outstanding shares of each class of the capital stock of ISTS FL, which consists of 60 shares of common stock, and (ii) ISTS DE, which consists of 100 shares of common stock.

FOURTH: TAVS, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted by the unanimous written consent of its members on the 29 day of September, 1999 and filed with the minutes of the Board of Directors, determined to merge into itself each of ISTS FL and ISTS DE on the conditions set forth in such resolutions and, with respect to ISTS FL, set forth in a Plan of Merger which is attached to Exhibit A as an exhibit thereto.

FIFTH: The Plan of Merger was adopted by the board of directors of TAVS on September 29, 1999 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of ISTS FL on September 29, 1999 and shareholder approval was not required.

SEVENTH: The merger of each of ISTS FL and ISTS DE into TAVS shall become effective at 12:00 a.m. Eastern Time on October 1, 1999.

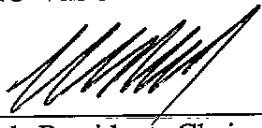
EIGHTH: TAVS is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ISTS FL.

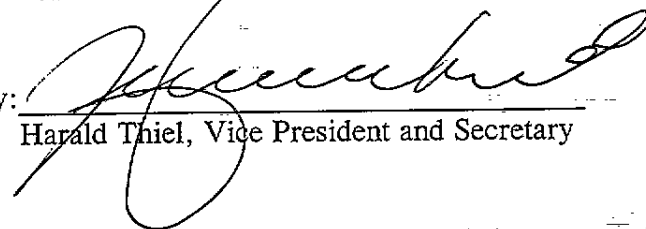
NINTH: As set forth in the Plan of Merger, TAVS has agreed to promptly pay to the dissenting shareholders of ISTS FL the amount, if any, to which they are entitled under Section 607.1302 of the Florida 1989 Business Corporation Act, as amended.

[END OF TEXT]

IN WITNESS WHEREOF, TAVS has caused its corporate seal to be affixed and this certificate to be signed by Robert Thiel and Harald Thiel, its authorized officers, and ISTS FL and ISTS DE have each cause this certificate to be signed by Robert Thiel, the President of each such corporation, this 29 day of September 1999.

TELAV AUDIO VISUAL SERVICES, INC.

By: 
Robert Thiel, President, Chairman
and Treasurer

By: 
Harald Thiel, Vice President and Secretary

**INTERNATIONAL SIMULTANEOUS
TRANSLATION SERVICE (USA) INC.**

By: 
Robert Thiel, President

I.S.T.S., INC.

By: 
Robert Thiel, President


Acknowledged: 
Robert Thiel, President of
Telav Audio Visual Services, Inc.

Exhibit A

TELAV AUDIO VISUAL SERVICES, INC.

**Consent in Lieu of Special Meeting of
Board of Directors**

September 29, 1999

The undersigned, being all the directors of TELAV AUDIO VISUAL SERVICES, INC. (the "Corporation"), a Delaware corporation, pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), hereby consent to the adoption of the following votes and agree that said votes shall have the same effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

Merger with Subsidiaries

RESOLVED: That the Corporation merge into itself (the "Merger") I.S.T.S., Inc., a Delaware corporation ("ISTS DE") and International Simultaneous Translation Service (USA) Inc., a Florida corporation ("ISTS FL"), each a wholly-owned subsidiary of the Corporation, with the Corporation being the surviving entity in the Merger and assuming all of the Subsidiaries' rights and obligations.

RESOLVED: That in connection with the merger of ISTS FL into the Corporation, pursuant to Section 607.1104 of the Florida 1989 Business Corporation Act, as amended, a plan of merger be and hereby is adopted in substantially the form attached hereto as Exhibit A with any changes necessary to comply with applicable laws, regulations and procedural requirements.

RESOLVED: That the President and Chairman, Vice President, Treasurer and Secretary of the Corporation (collectively, the "Authorized Officers") be, and each of them hereby is, authorized to execute, acknowledge and file in the name and on behalf of the Corporation (i) pursuant to Section 253, and any other applicable

provisions, of the DGCL any form of certificate of ownership and merger and (ii) pursuant to Section 607.1105, and any other applicable provisions, of the Florida 1989 Business Corporation Act, as amended, any form of articles of merger, and to take any and all other action deemed by any such Authorized Officer to be necessary or appropriate, to effectuate the Merger, such Merger to become effective as of 12:00 a.m. Eastern Time on October __, 1999 or such other time determined by any Authorized Officer.

General Authorizations

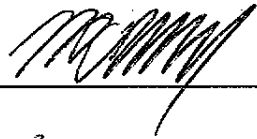
RESOLVED: To authorize, empower and direct the Authorized Officers, and each of them acting singly (i) to execute, enseal and deliver in the name of and on behalf of the Corporation any and all documents, agreements and instruments to effectuate any of the foregoing votes, all with such changes therein as any of such officers may deem necessary or desirable, and (ii) to take such action (including without limitation the filing of any and all applications and the payment of any and all filing fees and expenses), or to cause the Corporation or any other person to take such action as may in the judgment of the officer so acting be necessary or desirable in connection with, or in furtherance of, any of the foregoing votes; the execution and delivery of any such document, agreement or instrument or the taking of any such action shall be conclusive evidence of such officer's authority hereunder to so act.

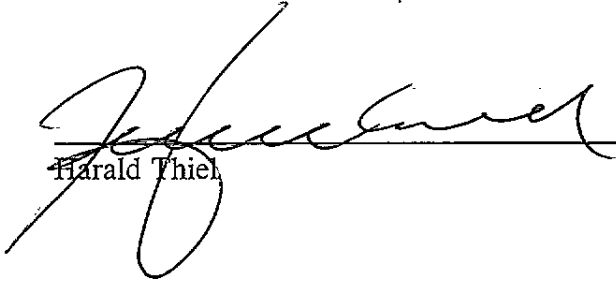
RESOLVED: That any and all actions heretofore taken by any officer or director of the Corporation in connection with the Mergers be, and each of them hereby is, ratified, confirmed and approved in all respects.

RESOLVED: To file this consent with the proceedings of the minutes of the Board of Directors of the Corporation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

EXECUTED as of the date first set forth above.



Robert Thiel

Harald Thiel

Exhibit A

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104 of the Florida 1989 Business Corporation Act, as amended (the "Florida Act"), and is in accordance with the laws of any other applicable jurisdiction of incorporation.

First: Telav Audio Visual Services, Inc. (the "Parent"), a corporation organized under the laws of the State of Delaware, is the parent corporation in the merger, owning all of the outstanding shares of each class of the capital stock of International Simultaneous Translation Service (USA) Inc.

Second: International Simultaneous Translation Service (USA) Inc. (the "Subsidiary"), a corporation organized under the laws of the State of Florida, is the subsidiary corporation in the merger.

Third: Upon effectiveness of the merger (the "Effective Time"), each share of capital stock of the Subsidiary will become an obligation of the Parent to issue the par value of such share to the holder thereof upon specific request by such holder. Such obligation shall continue for a period of five (5) business days after the Effective Time and thereafter shall cease.

Fourth: Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.