

# 518752

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VIA UPS

May 20, 1998

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

*Morgan*

**Tallahassee Theatres, Inc., a Delaware Corporation  
Merger Into  
MasTec Real Estate Holdings, Inc., a Florida Corporation**

Ladies and Gentlemen:

200002530282-7  
-05/20/98-01071-002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed herein for filing with the Florida Secretary of State are the Plan and Articles of Merger and the Certified Agreement of Merger on behalf of the captioned entities, with MasTec Real Estate Holdings, Inc. being the surviving corporation. Also enclosed is a check in the amount of \$87.50 to cover the required filing and certified copy fees. Please forward the certified copy of the Merger documents to me in the enclosed self-addressed, stamped envelope. If you have any questions, please call me at (305) 860-7362.

Sincerely,

*Margaret O'D. Ryder*

Margaret O'D. Ryder  
Legal Assistant

MODR  
Enclosures  
cc: Nancy J. Damon (w/enc)

FILED  
98 MAY 20 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	
Availability	5/26/98
Document Examiner	<i>Don</i>
Updater	<i>Don</i>
Update Verifier	<i>Don</i>
Acknowledgement	<i>Don</i>
W.P. Verityer	

200002530282-7  
-05/27/98-01023-010  
\*\*\*\*\*140.00 \*\*\*\*\*35.00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TALLAHASSEE THEATRES, INC., a Delaware corporation 851480

,

INTO

**MASTEC REAL ESTATE HOLDINGS, INC.**, a Florida corporation, 518752

File date: May 20, 1998

Corporate Specialist: Annette Hogan

**PLAN AND ARTICLES OF MERGER  
OF  
TALLAHASSEE THEATRES, INC.,  
A DELAWARE CORPORATION,  
INTO  
MASTEC REAL ESTATE HOLDINGS, INC.,  
A FLORIDA CORPORATION**

98 MAY 20 PM 12:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:**

**FIRST:** The name and state of Incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Tallahassee Theatres, Inc. 3155 NW 77th Avenue Miami, Florida 33122	Delaware
MasTec Real Estate Holdings, Inc. 3155 NW 77th Avenue Miami, Florida 33122	Florida

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been approved and adopted, by the sole director and the sole shareholder of each of the Constituent Corporations in accordance with the requirements of Delaware and Florida law and that upon filing this document with the Secretary of State of Delaware and the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

**THIRD:** The surviving corporation of the Merger is MasTec Real Estate Holdings, Inc., a Florida corporation (the "Surviving Corporation").

**FOURTH:** The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

**(a) Corporate Existence**

(1) From and after the Effective Time, MasTec Real Estate Holdings, Inc. ("MREH") as the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever

account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of MREH, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Incorporation and Bylaws.

**(b) Conversion of Securities**

Each share of Tallahassee Theatres, Inc. (the "Acquired Corporation") common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each share of the Surviving Corporation common stock issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

**FIFTH:** Voting results for the Merger are as follows:

- (a) Tallahassee Theatres, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and the sole director of the Acquired Corporation by unanimous written consent, dated April 15, 1998, and all 100 shares (100%) of the issued and outstanding common stock of the Acquired Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (b) MasTec Real Estate Holdings, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and the sole director of the Surviving Corporation by unanimous written consent, dated April 15, 1998, and all 100 shares (100%) of the issued and outstanding common stock of the Surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

**SIXTH:** The Merger Agreement, dated April 15, 1998, by and between the Constituent Corporations, is on file at the principal place of business of MasTec Real Estate Holdings, Inc. at 3155 NW 77th Avenue, Miami, Florida 33122, and will be furnished on request without cost to any shareholder of either of the Constituent Corporations which are parties hereto.

**SEVENTH:** Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

(a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the Merger or share exchange; and

(b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the Merger or share exchange the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

Tallahassee Theatres, Inc.,  
a Delaware corporation

MasTec Real Estate Holdings, Inc., a Florida  
corporation

By: *[Signature]*  
*[Jose M. Sarrago]* (print name)  
Its: [Vice] President

By: *[Signature]*  
*[Jose M. Sarrago]* (print name)  
Its: [Vice] President

And By: *[Signature]*  
*[Nancy J. Danner]* (print name)  
Its: [Assistant] Secretary

And By: *[Signature]*  
*[Nancy J. Danner]* (print name)  
Its: [Assistant] Secretary

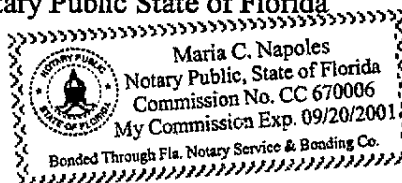
State of Florida       )  
                                  )  
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared *[Signature]* and *[Signature]*, the [Vice] President and [Assistant] Secretary, respectively, of Tallahassee Theatres, Inc., a Delaware corporation, who are personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: April 24, 1998

My commissions expires:

*[Signature]*  
(print notary name)  
Notary Public State of Florida



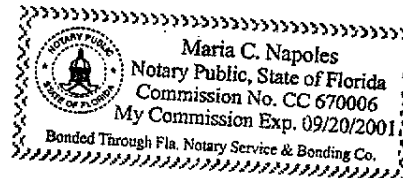
State of Florida       )  
                                  )  
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Joe Sanyal and Kimberly Samson, the [Vice] President and [Assistant] Secretary, respectively, of MasTec Real Estate Holdings, Inc., a Florida corporation, who are personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: April 24, 1998

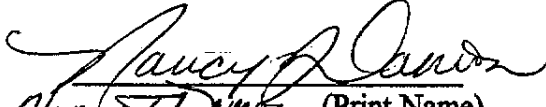
My commissions expires:

Maria C. Napoles  
\_\_\_\_\_  
(print notary name)  
Notary Public State of Florida



**CERTIFICATE OF OFFICER**  
**TALLAHASSEE THEATRES, INC.**

I, Nancy T. Damon, the [Assistant] Secretary of Tallahassee Theatres, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certify, as [Assistant] Secretary, and under the seal of the Company, that the Agreement and Plan of Merger (the "Merger Agreement"), to which this Certificate is attached, was duly submitted to the sole shareholder and the sole director of the Company on April 15, 1998, for the purpose of considering and taking action upon the proposed Merger Agreement; that 100 shares of common stock of the Company were on said date issued and outstanding; that the holder of such 100 shares voted by unanimous written consent on April 15, 1998 (the "Consent"), to approve the Merger Agreement, 0 shares voted against the same, the said affirmative vote representing 100% of the shares of each class of the outstanding voting capital stock of the Company; and that thereby the Merger Agreement was, pursuant to said Consent, duly adopted as the act of the sole shareholder and the sole director of the Company and the duly adopted agreement of the Company.

  
Nancy T. Damon (Print Name)  
[Acting] Secretary

## **AGREEMENT AND PLAN OF MERGER**

This Agreement, is entered into as of April 29, 1998, by and between MasTec Real Estate Holdings, Inc., a Florida corporation, formerly known as Gasco, Inc., ("Surviving Corporation"), and Tallahassee Theatres, Inc., a Delaware corporation ("Acquired Corporation"), said two corporations being herein sometimes collectively referred to as the "Constituent Corporations."

### **WITNESSETH:**

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Acquired Corporation is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Surviving Corporation has authorized capital of 1,000 shares of common stock, \$1.00 par value per share ("Surviving Corporation Common Stock"), 100 shares of which have been validly issued and are outstanding;

WHEREAS, Acquired Corporation has authorized capital of 100 shares of common stock, \$1.00 par value per share ("Acquired Corporation Common Stock"), 100 shares of which have been validly issued and are outstanding;

WHEREAS, the Shareholders and the Boards of Directors of the Constituent Corporations hereto deem it advisable (and have heretofore unanimously approved), upon the terms and subject to the conditions herein stated, that Acquired Corporation be merged with and into Surviving Corporation and that Surviving Corporation be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

### **AGREEMENT**

1. Acquired Corporation shall be merged with and into Surviving Corporation, with the Surviving Corporation as the surviving corporation (the "Merger"), in accordance with the Florida General Corporation Act and the Delaware General Corporation Law.

2. Each share of the Acquired Corporation Common Stock issued and outstanding immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to exist. Each share of the Surviving Corporation Common Stock issued and outstanding upon the effective date of the Merger, shall remain issued and outstanding as in effect prior to the Merger.

3. On and after the effective date of the Merger, Surviving Corporation, as the surviving corporation, shall continue to exist as a domestic corporation under the laws of the State of Florida with all of the rights and obligations of a surviving domestic corporation as are provided by the



Florida General Corporation Act.

4. On and after the effective date of the Merger, Acquired Corporation shall cease to exist as a corporation under the laws of the State of Delaware, and its property and assets shall become the property and assets of the Surviving Corporation, subject to all existing liabilities of Acquired Corporation, which liabilities Surviving Corporation assumes and agrees to pay.

5. On and after the effective date of the Merger, the directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation, until their resignation or removal or until their successors are duly elected and qualified.

6. The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Acquired Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger.

7. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect on the effective date of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

IN WITNESS WHEREOF, the Surviving Corporation and the Acquired Corporation have each caused this Agreement to be executed by its duly authorized [Vice] President and [Assistant] Secretary as the date first above written.

ATTEST:

By:

Its: [Assistant] Secretary

MasTec Real Estate Holdings, Inc.,  
a Florida corporation

By:

Its: [Vice] President

ATTEST:

By:

Its: [Assistant] Secretary

Tallahassee Theatres, Inc.  
a Delaware corporation

By:

Its: [Vice] President