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579055

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of counsel

Please Reply to: Miami

December 29, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

300003085063--7

-12/30/99-01084-014

*****70.00 *****70.00

RE: Merger of Pro Sound, Inc. and Sintow Enterprises, Inc.

Dear Division of Corporations:

Enclosed please find our firm check payable to the Department of State in the amount of \$70.00, Articles of Merger and Plan of Merger on the above referenced corporations which plan to merge effective January 1, 2000. **These documents must have a filing date of December 30, 1999.**

I have enclosed two copies of each document and I would like you to file stamp them and return them in the prepaid Federal Express envelope we have provided for your convenience.

Please call me if you have any questions. Thank you very much for your help! Have a nice New Years!

Sincerely,



Betsy Kleier

enclosures as stated

EFFECTIVE DATE

1-1-2000

Merger

1-12-00

MS

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 DEC 30 AM 8:27

FILED

FILED
99 DEC 30 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SINTOW ENTERPRISES, INC., a Florida corporation, M24569

INTO

PRO SOUND, INC., a Florida entity, 579055.

File date: December 30, 1999 , effective January 1, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

PRO SOUND, INC. ("Corporation"), the surviving entity of that certain Plan of Merger between it and Sintow Enterprises, Inc., a Florida corporation, files these Articles of Merger and states:

1. (a) The Plan of Merger is attached hereto as Exhibit "A"; (b) the Plan of Merger was approved by the Corporation and Sintow Enterprises, Inc. in accordance with the provisions of Chapter 607, Florida Statutes.

2. The effective date of the merger is January 1, 2000.

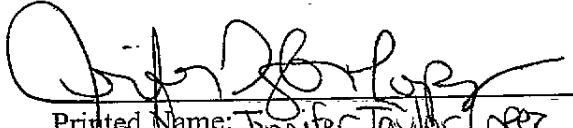
3. The business address of the Corporation is Pro Sound, Inc. 1375 NE 123rd Street Miami, FL 33161.

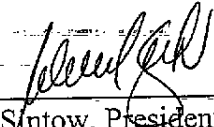
4. All officers, directors and shareholders of Sintow Enterprises Inc. and the Corporation have consented to the filing of these Articles of Merger and the Plan of Merger and have waived any notice in connection therewith, having consented to each and every provision thereof.

IN WITNESS WHEREOF, this Articles of Merger was executed as of the 29th day December, 1999.

Signed, sealed and delivered
in the presence of:

PRO SOUND, INC., a Florida corporation


Printed Name: Jennifer Taylor Lopez

By: 
Rod Sintow, President

Printed Name: EB Kleier

EFFECTIVE DATE
1-1-2000

PLAN OF MERGER

This Plan of Merger is made this 24th day of December, 1999, by and between Pro Sound, Inc., a Florida corporation and Sintow Enterprises, Inc. a Florida corporation. The entities are hereinafter collectively referred to as the "Merging Entities".

WHEREAS, the respective directors and shareholders of the Merging Entities desire that Sintow Enterprises, Inc. ("Sintow") be merged into Pro Sound, Inc. ("Pro Sound"), in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the Merging Entities hereby agree to merge and become one entity in accordance with and under the terms and conditions set forth below.

1. **Merger.** The Merging Entities hereby agree that Sintow shall be merged into Pro Sound.

2. **Name of Surviving Business.** The name of the merged entity that shall survive the merger shall be Pro Sound, Inc.

3. **Corporate Address.** The name and business address of Pro Sound, which is the surviving entity, is Pro Sound, Inc., 1375 NE 123rd Street, Miami, Florida 33161.

4. **Description of the Ownership of the Merging Entities.** Pro Sound has one Shareholder, Roderick J. Sintow owning a 100% interest in the corporation and Sintow has one Shareholder, Roderick J. Sintow owning a 100% interest in the corporation.

5. **Manner of Converting Interests.** The means of effecting the merger provided for in this Plan and the manner of converting the shares in Sintow for shares in Pro Sound shall be as follows:

(a) As of the Merger Date (as defined below), the shares in Sintow shall be retired.

6. **Effective Date.** The merger provided for in this Agreement shall become effective on January 1, 2000 (the "Merger Date").

7. **No Amendment.** Articles of Incorporation and By-laws of Pro Sound shall not be amended as a result of this Agreement, and they shall continue to be in effect for Pro Sound surviving the merger.

8. **Authorization.** This Agreement and the merger transaction contemplated hereby have been approved by the unanimous consent of all of the shareholders and directors of Pro Sound and Sintow.

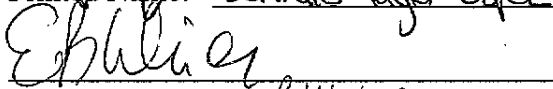
9. **Articles of Merger.** The parties shall prepare Articles of Merger in accordance with the requirements of Florida Statutes, which Articles of Merger shall be filed with the Florida Secretary of State on or before the Merger Date.

IN WITNESS WHEREOF, the Merging Entities, being duly authorized, have executed this Plan of Merger as of the day and year first above written.

Signed, sealed and delivered in the presence of:

PRO SOUND, INC., a Florida corporation

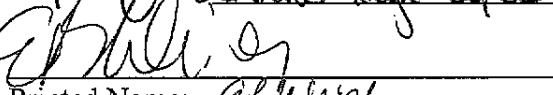

Printed Name: Jennifer Taylor Lopez


Printed Name: EB Kleier

By: 
Rod Sintow, President

SINTOW ENTERPRISES, INC., a Florida corporation


Printed Name: Jennifer Taylor Lopez


Printed Name: EB Kleier

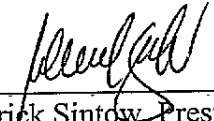
By: 
Roderick Sintow, President

WAIVER OF NOTICE OF MEETING AND
CONSENT TO PLAN OF MERGER

THE UNDERSIGNED, being all of the shareholders and directors of Sintow Enterprises, Inc., a party to that certain Plan of Merger whereby Pro Sound, Inc. and Sintow Enterprises, Inc. intend to merge, hereby specifically waive any notice of meeting so that the Plan of Merger is adopted without a formal meeting.

Dated this 29th day of December, 1999.

SINTOW ENTERPRISES, INC., a Florida
corporation

By: 

Roderick Sintow, President

By: 

Roderick Sintow, Sole Officer, Director
Shareholder

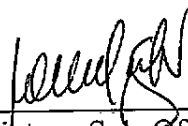
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Dated this 29th day of December, 1999.

PRO SOUND, INC., a Florida corporation

By: 
Rod Sintow, President

By: 
Rod Sintow, Sole Officer, Director
Shareholder