

624807



ACCOUNT NO. : 072100000032

REFERENCE : 081326 4369002

AUTHORIZATION

Patricia Pujut

COST LIMIT : \$ 96.25

ORDER DATE : December 29, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 081326-005

CUSTOMER NO: 4369002

000002724920--0

CUSTOMER: Stephen B. Yoken, Esq
Gordon & Silver, Ltd.
Ninth Floor
3960 Howard Hughes Parkway
Las Vegas, NV 89109

ARTICLES OF MERGER

ROBERTS TELEVISION
INTERNATIONAL, INC.

INTO

ROBERTS COMMUNICATIONS NETWORK
INC.

EFFECTIVE DATE

12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

CC

12-29-98

RECEIVED

98 DEC 29 AM 11:29

STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 29 PM 2:53

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBERTS TELEVISION INTERNATIONAL, INC., a Florida corporation, 624807

INTO

ROBERTS COMMUNICATIONS NETWORK, INC.. a Nevada corporation not
qualified in Florida

File date: December 29, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 96.25

**ARTICLES OF MERGER OF ROBERTS TELEVISION INTERNATIONAL, INC., A
FLORIDA CORPORATION INTO ROBERTS COMMUNICATIONS NETWORK, INC.,
A NEVADA CORPORATION**

The undersigned, for the purpose of filing these Articles of Merger of Roberts Television International, Inc., a Florida corporation, with and into Roberts Communications Network, Inc., a Nevada corporation in accordance with the Florida Business Corporation Act hereby certifies as follows:

First: The name of the surviving entity is Roberts Communications Network, Inc. and the place of its organization is the jurisdiction of Nevada. The name and place of organization of the entity being merged into the surviving entity is Roberts Television International, Inc., organized in the jurisdiction of Florida.

Second: A Plan of Merger (the "*Plan of Merger*"), attached hereto and made a part hereof, was adopted by each entity that is a party to this merger.

Third: Neither entity is the parent of the other; accordingly, the approval of the owners of a parent was not required.

Fourth: The sole shareholder of Roberts Television International, Inc. approved and adopted the Plan of Merger by written consent given by him on December 1, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Fifth: The merger of Roberts Television International, Inc. with and into Roberts Communications Network, Inc. is permitted by the laws of the jurisdiction of Nevada and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Roberts Communications Network, Inc. was December 1, 1998.

Sixth: Pursuant to the Plan of Merger, the Articles of Incorporation of Roberts Communications Network, Inc. in effect immediately prior to the merger shall be the Articles of Incorporation of the surviving entity; accordingly, no amendment to the Articles of Incorporation of the surviving entity has been set forth herein.

Seventh: The complete executed Plan of Merger is on file at the place of business of Roberts Communications Network, Inc. located at 4175 Cameron Street, Suite B-10, Las Vegas, Nevada 89103 and a copy of the Plan of Merger will be furnished by Roberts Communications Network, Inc. on request and without cost to any owner of any entity which is a party to this merger.

EFFECTIVE DATE
12-31-98

Eighth: The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m., Pacific Standard time, on December 31, 1998.

Ninth: The address of the principal office of Roberts Communications Network, Inc., the surviving entity, is 4175 Cameron Street, Suite B-10, Las Vegas, Nevada 89103. Roberts Communications Network, Inc. hereby appoints 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 Roberts Television International, Inc. and agrees to promptly pay to the dissenting shareholders of Roberts Television International, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

Dated: December 24, 1998

Roberts Communications Network, Inc., a
Nevada corporation

By: Todd J. Roberts
Todd J. Roberts, President and Secretary

Dated: December 24, 1998

Roberts Television International, Inc.,
a Florida corporation

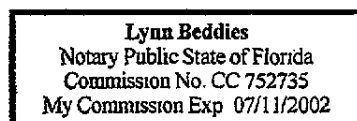
By: Thomas M. Roberts
Thomas M. Roberts, President

By: Todd J. Roberts
Todd J. Roberts, Secretary

STATE OF FLORIDA)
)
COUNTY OF LEE)

ss.

On December 23, 1998, personally appeared before me, a Notary Public, Thomas M. Roberts, who acknowledged that he executed the above instrument.



Lynn Beddies
Signature of Notary LYNN BEDDIES

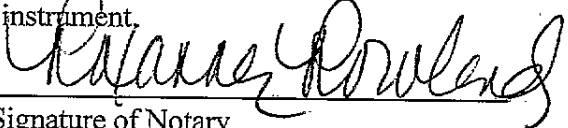
STATE OF NEVADA)

)

ss.

COUNTY OF CLARK)

On December ^{24th} 1998, personally appeared before me, a Notary Public, Todd J. Roberts, who acknowledged that he executed the above instrument.


Signature of Notary

