

648500



ACCOUNT NO. : 072100000032

REFERENCE : 978940 4326262

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

ORDER DATE : September 29, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 978940-005

CUSTOMER NO: 4326262

CUSTOMER: Nancy Pokojny, Esq
Zukerman Gore & Brandeis
900 Third Avenue
8th Fl.
New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 3:42

ARTICLES OF MERGER

BLUMBERG COMMUNICATIONS OF
FLORIDA, INC.

7000002654547--8

INTO

BLUMBERG COMMUNICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
98 OCT -2 PM 12:08
DIVISION OF CORPORATIONS

merger
sf 10/2/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLUMBERG COMMUNICATIONS OF FLORIDA, INC., a FL corp., #648500
,

INTO

BLUMBERG COMMUNICATIONS, INC., a Minnesota corporation not qualified
in Florida

File date: October 2, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032 Account charged: 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -2 PM 3:42

ARTICLES OF MERGER
OF
BLUMBERG COMMUNICATIONS OF FLORIDA, INC.
AND
BLUMBERG COMMUNICATIONS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging Blumberg Communications of Florida, Inc. with and into Blumberg Communications, Inc., a Minnesota corporation.

2. The shareholders of Blumberg Communications of Florida, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them as of September 25, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Blumberg Communications of Florida, Inc. with and into Blumberg Communications, Inc. is permitted by the laws of the jurisdiction of organization of Blumberg Communications, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Blumberg Communications, Inc. was September 25, 1998.

Executed on September 25, 1998.

BLUMBERG COMMUNICATIONS OF FLORIDA, INC.

By: Harold E. Schwartz
Harold E. Schwartz
Secretary

Executed on September 25, 1998.

BLUMBERG COMMUNICATIONS, INC.

By: Harold E. Schwartz
Harold E. Schwartz
Secretary

PLAN OF MERGER adopted as of September 25, 1998 by resolution of the Board of Directors of Blumberg Communications of Florida, Inc., a business corporation organized under the laws of the State of Florida, and adopted as of September 25, 1998 by resolution of the Board of Directors of Blumberg Communications, Inc., a business corporation organized under the laws of the State of Minnesota. The names of the corporations planning to merge are Blumberg Communications of Florida, Inc., a business corporation organized under the laws of the State of Florida, and Blumberg Communications, Inc., a business corporation organized under the laws of the State of Minnesota. The name of the surviving corporation into which Blumberg Communications of Florida, Inc. plans to merge is Blumberg Communications, Inc.

1. Blumberg Communications of Florida, Inc. and Blumberg Communications, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Blumberg Communications, Inc. be merged with and into a single corporation, to wit, Blumberg Communications, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Blumberg Communications of Florida, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Minnesota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.