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November 11, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****90.00 *****90.00

Re: Vaughn Communications, Inc./Centercom South, Inc. Merger
Our File No.: 27/183

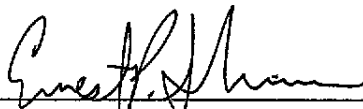
Dear Sir or Madam:

Enclosed for filing are the original Articles of Merger of Vaughn Communications, Inc. and Centercom South, Inc. Our firm's check in the amount of \$90.00 is enclosed for the filing fee.

Please contact me if you have any questions.

Very truly yours,

RIDER, BENNETT, EGAN & ARUNDEL, LLP

By 
Ernest P. Shriver

EPS/

Encl.

FILED
98 NOV 17 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger.
11-20-98
CC

ARTICLES OF MERGER
OF
VAUGHN COMMUNICATIONS, INC.
AND
CENTERCOM-SOUTH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Minnesota Business Corporation Act and the Florida General Corporation Act governing the merger of corporations for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Vaughn Communications, Inc. ("Vaughn"), which is a corporation for profit organized under the laws of the State of Minnesota, and Centercom-South, Inc. ("Centercom"), which is a corporation for profit organized under the laws of the State of Florida. Vaughn is subject to the provisions of the Minnesota Business Corporation Act, and Centercom is subject to the provisions of the Florida General Corporation Act.

2. Vaughn owns 200 shares of Centercom's \$.01 par value common stock, the same being all of Centercom's issued and outstanding common stock.

3. Annexed hereto and made a part hereof is the Plan and Agreement of Merger, as amended, for merging Centercom with and into Vaughn, as approved in resolutions ratified by the unanimous affirmative votes of the Boards of Directors of both merging corporations.

4. The Plan and Agreement of Merger, as amended, has been approved by the written action of the Board of Directors of Vaughn pursuant to the provisions of Section 302A.621, subdivision 1 of the Minnesota Business Corporation Act and Section 607.227, subdivision 1 of the Florida General Corporation Act.

5. Vaughn will continue its existence as the surviving corporation under the same name pursuant to the provisions of the Minnesota Business Corporation Act.

6. The merger of Centercom with and into Vaughn shall become effective on the date this document has been filed with the Minnesota Secretary of State.

7. Vaughn, the sole shareholder of Centercom, hereby waives its right to receive a copy of the Plan of Merger.

Executed on October 20, 1998. VAUGHN COMMUNICATIONS, INC.

By Ronald J. Nye
President

By M. Charles Remhart
Secretary

Executed on October 20, 1998.

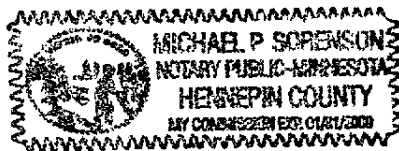
CENTERCOM-SOUTH, INC.

By M Charles Reinhart
President

By M Charles Reinhart
Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

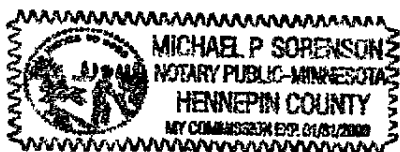
The foregoing instrument was acknowledged before me by DONALD DRAPEAU,
PRESIDENT of Vaughn Communications, Inc., this 20th day of OCTOBER,
1998.



Michael P. Sorenson
Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me by M. Charles Reinhart, the
President and Secretary of Centercom-South, Inc., this 20th day of OCTOBER, 1998.



Michael P. Sorenson
Notary Public

**PLAN OF MERGER
OF
CENTERCOM-SOUTH, INC.
INTO
VAUGHN COMMUNICATIONS, INC.**

1. The name of the subsidiary corporation is Centercom-South, Inc., a Florida corporation ("Centercom").
2. Vaughn Communications, Inc., a Minnesota corporation ("Vaughn"), owns 100% of the issued and outstanding common capital stock of Intercom, that being the only class of stock of Centercom.
3. Vaughn will be the surviving corporation.
4. The shares of Centercom owned by Vaughn shall be surrendered to Vaughn for cancellation, and in consideration therefor, all of the rights, privileges, immunities and franchises theretofore owned or possessed by Centercom and all property, whether real or personal, and all debts due on whatever account, and every other interest of or belonging to or due to Centercom shall be taken and deemed to be transferred to and vested in Vaughn, without further act or deed, and the title to any real estate or any interest therein vested in either of said corporations shall not revert or be in any way impaired by reason of said merger, and Vaughn shall thenceforth be responsible and liable for and assume all debts, liabilities and obligations of Centercom.
5. The business purpose for the merger is to permit Vaughn and Centercom to centralize and consolidate the administration, operation and management of the two corporations.

**ACKNOWLEDGMENT BY SECRETARY
OF
VAUGHN COMMUNICATIONS, INC.**

I, M. Charles Reinhart, the Secretary of Vaughn Communications, Inc., hereby acknowledge that the Articles of Merger to which this acknowledgment is attached, after having been first duly signed on behalf of the corporation by the President and Secretary, was duly approved and adopted by a written action of the Board of Directors of Centercom-South, Inc., effective as of September 30, 1998.

September 30, 1998



M. Charles Reinhart
Secretary