

# F000000001029

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

100003146681--5  
-02/25/00--01002--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

100003146681--5  
-02/25/00--01054--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Distribution Video & Audio, Inc.

- ☐ Profit ☐ Amendment ☒ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Company ☐ Annual Report ☐ Other
- ☐ Foreign ☐ Reservation ☐ Change of
- ☐ Limited Partnership ☐ Fictitious N
- ☐ Limited Liability Partnership ☐ CUS
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LAURA EARNEST

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
00 FEB 25 PM 3:27  
S. PAYNE

Merger

MAR 1 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MULTI-MEDIA HOME VIDEO, INC., a FL corp., V73297

,

INTO

**DISTRIBUTION VIDEO & AUDIO, INC.,** a Delaware entity, F00000001029

File date: February 25, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 28, 2000

CT Corporation System

Tallahassee, FL

SUBJECT: DISTRIBUTION VIDEO & AUDIO, INC.  
Ref. Number: F00000001029

We have received your document for DISTRIBUTION VIDEO & AUDIO, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A statement that shareholders of the subsidiary corporation who would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid fair value of their shares, must be contained in the document.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 500A00010669



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 25, 2000

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: MULTI-MEDIA HOME VIDEO, INC.  
Ref. Number: V73297

We have received your document for MULTI-MEDIA HOME VIDEO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please remove the d/b/a reference from the name of the corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

~~Annette Ramsey~~ → Cheryl  
Corporate Specialist

Letter Number: 300A00010243

Correction made!  
Please backdate to 2/25/00.  
Thank you!  
⑤ dE

RECEIVED  
09 FEB 29 11:09:38  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Profit Corporations)**

FILED  
00 FEB 25 PM 3: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Distribution Video & Audio, Inc.	Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Multi-Media Home Video, Inc.	Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

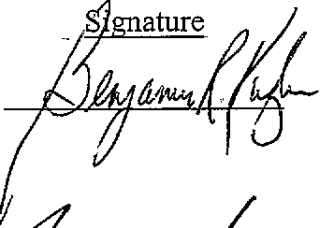
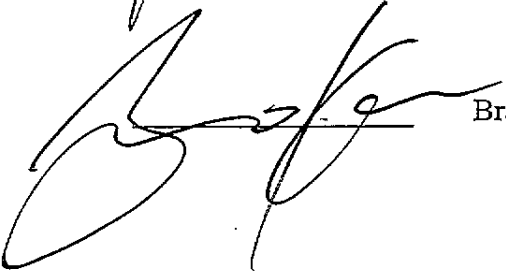
FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on February 23, 2000 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on February 23, 2000.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
Distribution Video & Audio, Inc.		Benjamin R. Kugler, Chairman
Multi-Media Home Video, Inc.		Brad Kugler, Chief Executive Officer

## **Plan of Merger**

**[Attached]**

## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the Distribution Video & Audio, Inc. corporation's capital stock is:

<u>Name</u>	<u>Jurisdiction</u>
Multi-Media Home Video, Inc.	Florida

SECOND: The name of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Distribution Video & Audio, Inc.	Delaware

THIRD: The proposed merger is between Multi-Media Home Video, Inc. and Distribution Video & Audio, Inc. and Multi-Media Home Video, Inc. is not the surviving corporation. As such, a provision for the pro rata issuance of shares of Distribution Video & Audio, Inc.'s common stock to the holders of shares of the Multi-Media Home Video, Inc. common stock upon surrender of any certificates is as follows:

Each share of common stock of Multi-Media Home Video, Inc. which shall be outstanding immediately prior to the closing of the proposed merger and all rights in respect thereof, shall be automatically converted into 3,250 shares of the common stock of Distribution Video & Audio, Inc. and all such shares of the common stock of Multi-Media Home Video, Inc. and all rights in respect thereof, shall be canceled and extinguished with no further action on the part of the shareholders of Multi-Media Home Video, Inc. and certificates representing the shares of common stock of the Multi-Media Home Video, Inc. shall represent the right to receive a certificate or certificates representing 3,250 times the number of shares of the common stock of Distribution Video & Audio, Inc.



FOURTH: Other terms and conditions of the proposed merger are as follows:

(1) The name of the corporation surviving this Certificate of Merger shall be "Distribution Video & Audio, Inc."

(2) All provisions of the Certificate of Incorporation of Distribution Video and Audio, Inc. as in effect on the Effective Date shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger, subject to the amendments described in (7) below.

(3) The manner of converting the outstanding shares of the capital stock of the merged corporations into the shares or other securities of Distribution Video and Audio, Inc. shall be as follows:

(a) Each share of common stock of Distribution Video and Audio, Inc. which shall be outstanding on the Effective Date and all rights in respect thereof, shall be canceled.

(b) Each share of common stock of Multi-Media Home Video, Inc. which shall be outstanding on the Effective Date, and all rights in respect thereof, shall be automatically converted into 3,250 shares of common stock of Distribution Video and Audio, Inc., and all such shares of common stock of Multi-Media Home Video, Inc. and all rights in respect thereof, shall be canceled and extinguished with no further action on the part of the shareholders of Multi-Media Home Video, Inc. d/b/a Distribution Video and Audio, and certificates representing the shares of common stock of Multi-Media Home Video, Inc. shall represent the right to receive a certificate or certificates representing 3,250 times the number of shares of common stock of Distribution Video & Audio, Inc.

(4) The bylaws of Distribution Audio & Video, Inc. as they shall exist on the Effective Date shall be and remain the bylaws of Distribution Audio & Video, Inc. until the same shall be altered, amended or repealed as therein provided.

(5) The directors and officers of Multi-Media Home Video, Inc. shall continue in office as the directors and officers of the Distribution Audio & Video, Inc. until the next annual meeting of the stockholders of Distribution Audio & Video, Inc. or until their respective successors have been duly elected and qualified.

(6) Upon the merger becoming effective, all the property, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description of Multi-Media Home Video, Inc., as well as all liabilities of Multi-Media Home Video, Inc., shall be transferred to, vested in and devolve upon Distribution Video & Audio, Inc. without further act or

deed and all property, rights, and every other interest and all liabilities of Multi-Media Home Video, Inc. and Distribution Video & Audio, Inc. shall be as effectively the property or liabilities of Distribution Video & Audio, Inc., as they were of Multi-Media Home Video, Inc. and Distribution Video & Audio, Inc., respectively. Multi-Media Home Video, Inc.

hereby agrees that from time to time, as and when requested by Distribution Video & Audio, Inc. or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as Distribution Video & Audio, Inc. may deem necessary or desirable in order to vest in and confirm to Distribution Video & Audio, Inc. title to and possession of any property and responsibility for any liability of Multi-Media Home Video, Inc.

acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of Multi-Media Home Video, Inc.

and the proper officers and directors of Distribution Video & Audio, Inc. are fully authorized in the name of Multi-Media Home Video, Inc.

or otherwise to take any and all such action.

(7) (a) Immediately prior to the merger, the total number of shares of stock which Multi-Media Home Video, Inc. has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

(b) Immediately prior to the merger, the total number of shares of stock which Distribution Video & Audio, Inc. has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	100,000	\$0.01

(c) The Certificate of Incorporation of Distribution Video & Audio, Inc. is amended as follows:

Article 4. The total number of shares of stock which Distribution Video & Audio, Inc. has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	10,000,000	\$0.01

FIFTH: Distribution Video & Audio, Inc. is a wholly-owned subsidiary of Multi-Media Home Video, Inc., and no shareholders of Distribution Video & Audio, Inc. dissented from the merger pursuant to Section 607.1320 of the Florida Statutes.