

Document Number Only

# F03537

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

G.G. International, Ltd.

merging into: Resource Media, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger      |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out              |   |   |

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

12/13/96

Merger  
OKB

12-17

RECEIVED  
12/13/96



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

RECEIVED  
DEC 16 1996

December 16, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: RESOURCE MEDIA, INC.  
Ref. Number: F03537

We have received your document for RESOURCE MEDIA, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

**THE NAME AND SUFFIX OF THE MERGED CORPORATION MUST BE THE SAME IN THE ARTICLES AND IN THE PLAN.**

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 (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 396A00055948

*please  
backdate*

**ARTICLES OF MERGER  
of a Domestic Corporation and a Foreign Corporation**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

**FIRST:** The names of the Corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State of incorporation
RESOURCE MEDIA, INC. (the "Domestic Corporation")	Florida
G. G. INTERNATIONAL, LTD. (the "Foreign Corporation")	Illinois

**SECOND:** The laws of the State of Illinois under which such Foreign Corporation is organized permit such merger and such Foreign Corporation is complying with those laws in effecting the merger.

**THIRD:** The Domestic Corporation, as the surviving corporation of the merger, complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and Section 607.1105 F.S. (as set forth below).

**FOURTH:** The plan of the merger is as follows:

**PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger is made and entered into this 27<sup>th</sup> day of December, 1996 by and between Resource Media, Inc., a Florida corporation (the "Surviving Corporation") and G. G. International, Ltd., an Illinois corporation (the "Merged Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

**WITNESSETH:**

WHEREAS, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure since the Constituent Corporations can then together hold all of their interests in New Century Arizona, LLC, a Delaware limited liability company; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable that the Merged Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of The (Florida) Business Corporation Act of 1983, as amended (the "Act").

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SECRETARY OF  
TALLAHASSEE

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations, by their Boards of Directors, hereby agree as follows:

#### **ARTICLE I - CONSTITUTION OF MERGER**

The Surviving Corporation shall be merged with the Merged Corporation, in accordance with the provisions of the Act.

#### **ARTICLE II - CORPORATE NAME**

The name of the Surviving Corporation shall be Resource Media, Inc.

#### **ARTICLE III - EFFECT OF MERGER**

Upon the merger becoming effective:

- (1) the Constituent Corporations shall be a single corporation;
- (2) the separate corporate existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the States of Florida and Illinois in the case of a corporation after its merger into another corporation;
- (3) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer;
- (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them;
- (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and
- (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

#### **ARTICLE IV - MANNER AND BASIS OF CONVERTING SHARES**

Upon effectiveness of the merger, each issued and outstanding share of the Merged Corporation shall be exchanged for one share of the Surviving Corporation's common stock.

#### **ARTICLE V - ARTICLES AND BYLAWS**

The Articles of Incorporation of the Surviving Corporation, existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until they are duly altered, amended or repealed. The bylaws of the Surviving Corporation existing on the effective date of the merger shall continue in full force as the bylaws of the Surviving Corporation until they are duly altered, amended or repealed.

#### **ARTICLE VI - BASIS FOR TRANSFERRING ASSETS AND LIABILITIES**

The assets and liabilities of the Merged Corporation, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

#### **ARTICLE VII - DIRECTORS AND OFFICERS**

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the time of effectiveness of the merger. Such individuals shall hold office in accordance with the bylaws of the Surviving Corporation.

#### **ARTICLE VIII - EXPENSES OF MERGER**

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the Merger provided for herein.

#### **ARTICLE IX - FURTHER ASSURANCES**

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

#### **ARTICLE X - EFFECTIVE DATE**

The effective date of the of Merger shall be December 13, 1996.

FIFTH: The effective date of the Certificate of Merger shall be the 13<sup>th</sup> day of December, 1996.

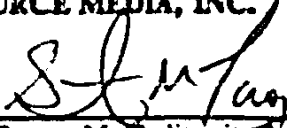
SIXTH: The plan of merger was adopted by a majority of shareholders entitled to vote on behalf of G. G. International, Ltd. on the 12<sup>th</sup> day of December, 1996 and was adopted by a majority of shareholders entitled to vote on behalf of Resource Medica, Inc. on the 12<sup>th</sup> day of December, 1996.

These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same document.

Signed this 12<sup>th</sup> day of December, 1996.

RESOURCE MEDIA, INC.

By:

  
Steven M. Taslitz, its President

ATTEST:

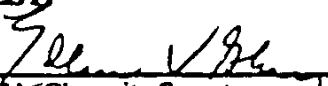
  
Merrick M. Elfman, its Secretary

G. G. INTERNATIONAL, LTD.

By:

  
Philip L. Glass, its President

ATTEST:

  
Ellen V. Glass, its Secretary

# F03537

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

G.G. INTERNATIONAL, LTD., an Illinois corporation, not qualified in Florida

INTO

RESOURCE MEDIA, INC., a Florida corporation, F03537

File date: December 13, 1998

Corporate Specialist: Karen Gibson