

Document Number Only

F03537

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

700002258387--9
08/10/97--01092--003
*****70.00 *****70.00

Morse

Resource Media, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

- ☒ Merge
☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Reservation
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

Name	
Availability	8/7/97
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TALLAHASSEE, FLORIDA

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F03537

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RESOURCE MEDIA, INC., an Illinois corporation not authorized to transact
business in Florida

INTO

RESOURCE MEDIA, INC., a Florida corporation, F03537.

File date: August 5, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 5, 1997

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

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

We have received your document for RESOURCE MEDIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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

Annette Hogan
Corporate Specialist

Letter Number: 597A00039822

7/31/97
shareholders

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
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RESOURCE MEDIA, INC. (the "Domestic Corporation")	Florida
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RESOURCE MEDIA, INC. (the "Foreign Corporation")	Illinois
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The date of adoption is July 31, 1997 by all the shareholders. of both corps.
The number of votes cast for the merger is sufficient for approval.

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 31st day of July, 1997 by and between Resource Media, Inc., a Florida corporation (the "Merged Corporation") and Resource Media, Inc., an Illinois corporation (the "Surviving Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure; 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 Illinois Business Corporation Act (the "Act").

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 and converted into one-hundredth of one fully paid and non-assessable share of the Surviving Corporation's common stock. Each shareholder of the Merged Corporation who would be entitled to receive less than one share of common stock of the Surviving Corporation as a result of the foregoing exchange ratio, shall receive from the Surviving Corporation, instead of such fractional share, cash in the amount of \$ 0.01 per share.

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 July 31, 1997.

This Plan and Agreement 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.

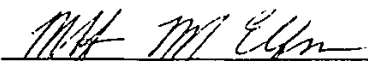
IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused this Plan and Agreement of Merger to be signed by duly authorized officers as of the day and year first above written.

SURVIVING CORPORATION

RESOURCE MEDIA, INC., an Illinois corporation

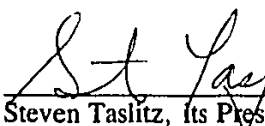
By: 
Steven Taslitz, its President

ATTEST:

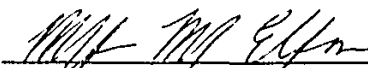

Merrick Elfman, its Secretary

MERGED CORPORATION

RESOURCE MEDIA, INC., a Florida corporation

By: 
Steven Taslitz, its President

ATTEST:


Merrick Elfman, its Secretary