

FROM: FLORIDA FILING

FAX NO.: 850 216 0460

Dec. 26 2007 12:04 PM EST 1/16

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000304331 3)))

12/31/07



H070003043313ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : 120000000189
Phone : (850) 216-0457
Fax Number : (850) 216-0460

Please Keep Original File Date

FILED
2007 DEC 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Live Nation Worldwide, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	14
Estimated Charge	\$113.75

FAXED
DEC 20 2007
By 11:47 15P

ASR
12/21/07

Electronic Filing Menu

Corporate Filing Menu

Help

FROM : FLORIDA FILING
850-617-8381

FAX NO. : 8502160460
12/21/2007 2:30 PAGE 001/001 Florida Dept of State

Dec. 26 2007 12:04PM P2/16



December 21, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LIVE NATION WORLDWIDE, INC.
9348 CIVIC CENTER DR.
BEVERLY HILLS, CA 90210

SUBJECT: LIVE NATION WORLDWIDE, INC.
REF: F06000007422

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

You may download the correct merger form from our website, www.sunbiz.org

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H07000304331
Letter Number: 607A00071226

RECEIVED
2007 DEC 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H 0 7 0 0 0 3 0 4 3 3 1

12/3/07

FILED

2007 DEC 21 PM 2:20

ARTICLES OF MERGER
(Profit Corporations)

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Live Nation Worldwide, Inc.	Delaware	F06000007422

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cellar Door Concerts of Florida, Inc.	Florida	K43509
Magicworks Concerts, Inc.	Florida	P97000024985
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 20, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:04PM P4/16

H 0 7 0 0 0 3 0 4 3 3 1

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

See Schedule I

H 0 7 0 0 0 3 0 4 3 3 1

H 0 7 0 0 0 3 0 4 3 3 1

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionSee attached Exhibit B for Plan of Merger

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionSee attached Exhibit B for Plan of Merger

Third: The terms and conditions of the merger are as follows:

See attached Exhibit B for Plan of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:05PM P6/16

H 0 7 0 0 0 3 0 4 3 3 1

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

H 0 7 0 0 0 3 0 4 3 3 1

H 0 7 0 0 0 3 0 4 3 3 1

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdiction

The name and jurisdiction of each subsidiary corporation:

NameJurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

H 0 7 0 0 0 3 0 4 3 3 1

FROM :FLORIDA FILING

FAX NO. :8502160460

Dec. 26 2007 12:05PM P8/16

H 0 7 0 0 0 3 0 4 3 3 1

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:05PM P9/16

H 0 7 0 0 0 3 0 4 3 3 1

Schedule I

IN WITNESS WHEREOF, each of the constituent entities has signed this certificate on the 20th day of December, 2007, by Michael Rowles in his separate capacity as Executive Vice President of each such constituent entity.

By: Michael Rowles
Name: Michael Rowles
Title: Exec. Vice President
of each of the entities listed on Exhibit A

HOUSTON 96307243

H 0 7 0 0 0 3 0 4 3 3 1

FROM :FLORIDA FILING

FAX NO. :8502160460

Dec. 26 2007 12:05PM P10/16

H 0 7 0 0 0 3 0 4 3 3 1

EXHIBIT A

Name of Entity	Form of Entity	Jurisdiction
<u>Surviving Entity:</u>		
Live Nation Worldwide, Inc.	For profit corporation	Delaware
<u>Disappearing Entities:</u>		
Cellar Door Concerts of Florida, Inc.	For profit corporation	Florida
Magicworks Concerts, Inc.	For profit corporation	Florida

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:05PM P11/16

H 0 7 0 0 0 3 0 4 3 3 1

Exhibit B Attached

[Agreement and Plan of Merger]

HOUSTON 965112v1

H 0 7 0 0 0 3 0 4 3 3 1

H 0 7 0 0 0 3 0 4 3 3 1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of December 14, 2007 by and among Live Nation Worldwide, Inc., a Delaware corporation (the "Surviving Company") and the organizations listed on Exhibit A ("Merging Companies") (the Merging Companies and the Surviving Company are sometimes referred to herein individually, as the "Constituent Entity" or collectively, as the "Constituent Entities").

WHEREAS, the Constituent Entities desire to effect a merger (the "Merger") whereby the Merging Companies will be merged with and into the Surviving Company and the outstanding interests of the Merging Companies will be cancelled;

WHEREAS, the Board of Directors of the Merging Companies and the shareholders, partners and members of the Merging Companies (as identified on Exhibit B), and the Board of Directors and shareholders of the Surviving Company have approved this Merger Agreement, as required by applicable law.

ARTICLE ONE

1.1 The Merger. As of the Effective Date (as defined below), the Merging Companies shall be merged with and into the Surviving Company, and the Surviving Company, as the Surviving Company, shall continue to exist under and be governed by the laws of the State of Delaware. The registered office of the Surviving Company in the State of Delaware will continue to be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and its registered agent at such address will be Corporation Service Company.

1.2 Continuation. Except as may otherwise be set forth in this Merger Agreement, the corporate existence and identity of the Surviving Company, as the Surviving Company, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger, and the legal existence and identity of the Merging Companies, with all its purposes, powers, franchises, privileges, rights and immunities, on the Effective Date, shall be merged with and into the Surviving Company, as the Surviving Company, and the Surviving Company shall be vested fully therewith, and the separate legal existence and identity of the Merging Companies shall thereafter cease, except to the extent continued by applicable law.

1.3 Manner of Conversion of Shares, Limited Liability Interests and Partnership Interests. The shares, membership interests and partnership interests (as applicable) of the Merging Companies outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any further action on the part of the holders thereof, will be extinguished. No additional merger consideration will be paid to the holders of the Merging Companies' equity interests other than the assumption by the Surviving Company of all of the Merging Companies' liabilities and obligations as described in Section 3.2.

1.4 Effective Time. The Merger shall become effective as of December 31, 2007 at 11:59 p.m. (the "Effective Date").

H 0 7 0 0 0 3 0 4 3 3 1

H 0 7 0 0 0 3 0 4 3 3 1

1.5 Surviving Company Address. The address of the principal office of the Surviving Company is 9348 Civic Center Drive, Beverly Hills, CA 90210.

ARTICLE TWO

2.1 Organizational Documents. The Certificate of Incorporation of Live Nation Worldwide, Inc. in effect on the Effective Date, shall constitute the Certificate of Incorporation of the Surviving Company from and after the Effective Date until further amended, altered or repealed in the manner provided by law. The Bylaws of Live Nation Worldwide, Inc. in effect on the Effective Date shall be the Bylaws of the Surviving Company from and after the Effective Date until amended, altered or repealed in the manner provided by law.

2.2 Governance. The officers and directors of Live Nation Worldwide, Inc. on the Effective Date shall continue to serve the Surviving Company in such capacities in accordance with the bylaws of the Surviving Company.

2.3 Company Acts. All company acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Entities, their respective shareholders, members, managers, Boards of Directors, committees elected or appointed by their Boards of Directors, officers and agents, that were valid and effective immediately prior to the Effective Date, shall be taken for all purposes on and after the Effective Date as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect to the Constituent Entities immediately prior to the Effective Date.

ARTICLE THREE

3.1 Property Interests. On the Effective Date, all rights, title and interests to all property owned by each of the Constituent Entities shall be allocated to and vested in the Surviving Company without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon.

3.2 Liabilities and Obligations. The Surviving Company shall, on the Effective Date and thereafter, be responsible and liable for all liabilities and obligations of each of the Constituent Entities, and a proceeding pending against any Constituent Entity may be continued as if the Merger did not occur, or the Surviving Company may be substituted in the proceeding in place of any Constituent Entity.

3.3 Fees and Taxes. The Surviving Company shall, on the Effective Date and thereafter, be responsible for the payment of all fees and franchise taxes of the Merging Companies, and the Surviving Company will be obligated to pay such fees and franchise taxes if the same are not timely paid.

H 0 7 0 0 0 3 0 4 3 3 1

H 0 7 0 0 0 3 0 4 3 3 1

ARTICLE FOUR

4.1 Counterparts. This Merger Agreement may be executed by the parties hereto in counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one instrument.

4.2 Amendment. Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of the Merging Companies and the Surviving Company at any time before the Effective Date.

4.3 Termination. This Merger Agreement may be terminated at any time prior to the Effective Date by mutual agreement of the parties hereto.

Each of the parties hereto has caused this Merger Agreement to be executed as of the Effective Date.

SURVIVING COMPANY:

LIVE NATION WORLDWIDE, INC.

By: MICHAEL ROWLESName: Michael RowlesTitle: Exec. Vice President and SecretaryMERGING COMPANIES AS LISTED ON
EXHIBIT A:By: MICHAEL ROWLESName: Michael RowlesTitle: Exec. Vice President and Secretary

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:06PM P15/16

H 0 7 0 0 0 3 0 4 3 3 1

EXHIBIT A

Entity	State of Incorporation
Cellar Door Concerts of Florida, Inc.	Florida
Magicworks Concerts, Inc.	Florida

HOUSTON 9673523

H 0 7 0 0 0 3 0 4 3 3 1

FROM : FLORIDA FILING

FAX NO. : 8502160460

Dec. 26 2007 12:06PM P16/16

H 0 7 0 0 0 3 0 4 3 3 1

EXHIBIT B

Entity	State of Incorporation	Shareholder/Member/Partner
Cellar Door Concerts of Florida, Inc.	Florida	Cellar Door Holding Company
Magicworks Concerts, Inc.	Florida	Live Nation Family Entertainment, Inc.
Live Nation Worldwide, Inc.	Delaware	Live Nation Holdco #2, Inc.

H 0 7 0 0 0 3 0 4 3 3 1