

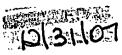
# Florida Department of State

Division of Corporations Public Access System

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# MERGER OR SHARE EXCHANGE

Live Nation Worldwide, Inc.

Certificate of Status	0
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Page Count	14
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12/21/2007 2:30

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Florida Dept of State



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.

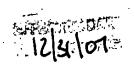
You may download the correct merger form from our website, www.sunbiz.org

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

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(Front Corporations)

SECRETARY OF STATE
TALL AHASSEE, 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 s	urviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known applicable)
Live Nation Worldwide, Inc.	Delaware	F06000007422
Second: The name and jurisdiction of ea	ch merging corporation:	•
Name	<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 effect Department of State.	ive on the date the Article	s of Merger are filed with the Florida
	rific date. NOTE: An effective vs after merger file date.)	e date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving. The Plan of Merger was adopted by the si		
The Plan of Morger was adopted by the b	oard of directors of the su der approval was not requ	
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the si		
The Plan of Merger was adopted by the b	oard of directors of the m	

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION		
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
See Schedule I		
		M. MARANA
· _		
		· · · · · · · · · · · · · · · · · · ·

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## **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 <u>survivi</u>	ne corporation;
Name	Jurisdiction
See attached Exhibit B for Plan of Merger	
Second: The name and jurisdiction of each mer	ving corporation:
Name	Jurisdiction
See attached Exhibit B for Plan of Merger	
	<u> </u>
paragramma, p.	

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)

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#### THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows:

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### 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 <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	<u>Jurisdiction</u>
The name and jurisdiction of each <u>substdiary</u> corporation:	
Name	Jurisdiction

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)

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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:

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### Schedule I

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

Name: Michael

Name: Michael Rowles
Title: Exec. Vice Pres

of each of the entities listed on Bahibit A

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### EXHIBIT A

Name of Entity	Form of Entity	Jurisdiction
Surviving Entity:		
Live Nation Worldwide, Inc.	For profit corporation	Delaware
Disappearing Entitles:		
Cellar Door Concerts of Florida, Inc.	For profit corporation	Florida
Magicworks Concerts, Inc.	For profit corporation	Florida

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Exhibit B Attached

[Agreement and Plan of Merger]

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#### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of December 14, 2007 by and smong 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 <u>Exhibit B</u>), 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 <u>Manner of Conversion of Shares. Limited Liability Interests and Partnership Interests.</u> 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 <u>Effective Time</u>. The Merger shall become effective as of December 31, 2007 at 11:59 p.m. (the "Effective Date").

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

#### ARTICLE TWO

- 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 <u>Governance</u>. 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 <u>Property Interests</u>. 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 <u>Liabilities and Obligations</u>. 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.

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#### ARTICLE FOUR

- 4.1 <u>Countemparis.</u> This Merger Agreement may be executed by the parties hereto in counterparis, each of which when so executed and delivered shall be an original, but all of which shall constitute one instrument.
- 4.2 <u>Antendment.</u> 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 <u>Termination</u>. This Merger Agreement may be terminated at any time prior to the Effective Date by mutual agreement of the parties hereto.

. Ruch of the parties herete has caused this Merger Agreement to be executed as of the Effective Date.

SURVIVING COMPANY:

LIVE N	CATACHANICAN	WIDE, INC.	
Name:	Michael	Howles	
Title:	Exec. Vice	. Healdent	المسعراه
		Secreany	

MERGING COMPANIES AS LISTED ON

Namo: Michael Rowles
Title: Exec. Vice Preside

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### EXHIBIT A

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

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# 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 Holdeo #2, Inc.