

F16521

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PPI ACQUISITION I CORP., a nonqualified Delaware corp.

INTO

PERSONALIZED PROGRAMMING, INC., a Florida corporation, F16521.

File date: January 30, 1997, Effective 1/3/97

Corporate Specialist: Susan Payne

CONTACT:

OFFICE USE ONLY (Document #)

F16521

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

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(City, State, Zip)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

EFFECTIVE DATE:
2/3/97

1 Personalized Programming, Inc.

(Corporation Name)

(Document #)

2 and

(Corporation Name)

(Document #)

3 API Acquisition I Corp.

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)

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☐ Pick Up Time

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☐ Will Wait

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☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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☐	Domestication
☐	Other

AMENDMENTS

☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS

☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION

☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 30 AM 10:27

wants eff
date 2/3/97
per client SP

merger
2/4/97
SP

Christensen Jensen

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: PERSONALIZED PROGRAMMING, INC.
Ref. Number: F16521

We have received your document for **PERSONALIZED PROGRAMMING, 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):

Please complete the date on page 2 of the Articles of Merger.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 397A00005213

EFFECTIVE DATE
2/3/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER BETWEEN
PERSONALIZED PROGRAMMING, INC. 97 JAN 30 AM 10:27
AND
PPI ACQUISITION I CORP.

Pursuant to Section 607.1105, Florida Statutes, Personalized Programming, Inc., a Florida corporation ("PPI"), and PPI Acquisition I Corp., a Delaware corporation ("Acquisition"), adopt the following Articles of Merger for the purpose of merging Acquisition into PPI, the latter of which is to survive the merger.

ARTICLE I.

The Plan of Merger is as follows:

PLAN OF MERGER

PPI and Acquisition hereby adopt the following Plan of Merger, pursuant to Section 607.1101, Florida Statutes:

1. The names of the corporations planning to merge are **Personalized Programming, Inc.** and **PPI Acquisition I Corp.** The name of the surviving corporation is **Personalized Programming, Inc.**

2. The general terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of Acquisition shall cease and PPI succeed to all the rights, privileges, immunities, and franchises and all the property (real, personal, and mixed) of Acquisition without the necessity of any separate transfer. PPI shall thereafter be responsible and liable for all obligations of Acquisition, and neither the rights of the creditors nor any liens on the property of Acquisition shall be impaired by the merger.

3. The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger, each share of common stock of Acquisition shall be automatically converted into one (1) share of common stock of PPI.

ARTICLE II.

The effective date of the merger shall be the later of: (a) February 3, 1997; or (b) the date these Articles of Merger are accepted for filing.

ARTICLE III.

Acquisition's Board of Directors and shareholders unanimously adopted the Plan of Merger on September 30, 1996, pursuant to Section 607.1103 and 607.0704, Florida Statutes. PPI's Board of Directors and Shareholder adopted the Plan of Merger on September 30, 1996. In each case, the number of votes cast in favor of the merger constituted a sufficient number of votes to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 28th day of January, 1997.

PERSONALIZED PROGRAMMING,
INC., a Florida corporation

By: Michael Singer
Michael Singer
President

PPI ACQUISITION I CORP., a Delaware
corporation

By: Wayne Burks
President
Wayne Burks