

F9500006270

1201 HAYS STREET

TAMPA, FL 33604

TEL: 222-1111

FAX: 222-1111

800-342-8086

**CSC networks**

PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 782267 126153A

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 782267

CUSTOMER NO: 126153A

800001671018

CUSTOMER: Mr. Muslima Lewis  
Alliance Entertainment  
Premiere Artist Services  
1401 University Drive  
Coral Springs, FL 33071

FOREIGN FILINGS

NAME: AEC ONE STOP GROUP, INC.

☐ PROFIT  
☐ NON-PROFIT

☐ CORPORATE  
☐ LIMITED PARTNERSHIP

XX ☐ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
XX ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

95 DEC 26 PM 12:11  
DIVISION OF CORPORATIONS

95/12/26  
95 DEC 26 PM 1:36  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. AEC One Stop Group, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 13-3863787  
(FEI number, if applicable)
4. 8-7-95  
(Date of incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Transaction of business in Florida to commence on January 1, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 110 East 59th Street, 18th Floor  
New York, New York 10022  
(Current mailing address)
8. Distribution of music and music-related products.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: Prentice Hall  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 1:36

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Marcia A. Hanner, Asst. Secy.  
(Registered agent's signature)

**11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.**

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: \_\_\_\_\_

Vice Chairman: SEE ATTACHED LIST

Address: \_\_\_\_\_

Director: SEE ATTACHED LIST

Address: \_\_\_\_\_

Director: SEE ATTACHED LIST

Address: \_\_\_\_\_

B. OFFICERS

President: SEE ATTACHED LIST

Address: \_\_\_\_\_

Vice President: SEE ATTACHED LIST

Address: \_\_\_\_\_

Secretary: SEE ATTACHED LIST

Address: \_\_\_\_\_

Treasurer: SEE ATTACHED LIST

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
95 DEC 26 PM 1:36

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elliot B. Newman - Executive Vice President/Secretary  
(Typed or printed name and capacity of person signing application)

AEC ONE STOP GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 1:36

12. Names and addresses of officers and/or directors:

A. OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Joseph Bianco	President	180 Barton Avenue Palm Beach, FL. 33480
Anil Narang	Executive Vice President/Treasurer	17683 Tiffany Trace Blvd. Boca Raton, FL. 33487
Elliot B. Newman	Executive Vice President/Secretary	12366 Classic Drive Coral Springs, FL. 33071
Timothy Dahlborg	Vice President	12 Old Farm Road Newtown, CT. 06470
Kellis Veach	Vice President	12 Beekman Place, Apt. 2C New York, N.Y. 10022

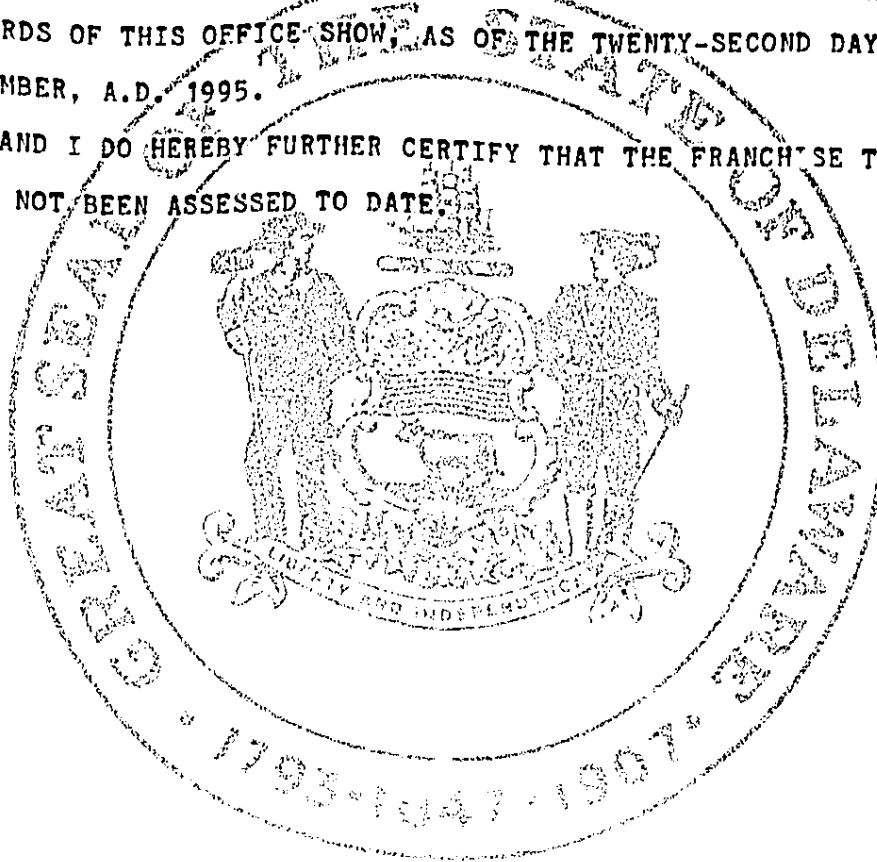
B. DIRECTORS:

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Joseph Bianco	President	180 Barton Avenue Palm Beach, FL. 33480
Anil Narang	Executive Vice President/Treasurer	17683 Tiffany Trace Blvd. Boca Raton, FL. 33487
Elliot B. Newman	Executive Vice President/Secretary	12366 Classic Drive Coral Springs, FL. 33071

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEC ONE STOP GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 1:36



2531244 8300

950305612

*Edward J. Freel*  
Edward J. Freel, Secretary of State

7765297

AUTHENTICATION:

DATE:

12-22-95

1200 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9071  
904-222-0393 FAX

800-343-8086



**F95000006270**

ACCOUNT NO. : 072100000032

REFERENCE : 782267 126153A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ ~~175.00~~ / 40.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 12:15

ORDER DATE : December 26, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 782267

CUSTOMER NO: 126153A

CUSTOMER: Mr. Muslima Lewis  
Alliance Entertainment  
Premiere Artist Services  
1401 University Drive  
Coral Springs, FL 33071

*Att Susan Payne*  
*- This merger has been*  
*Pre-Cleared*

700001671017

ARTICLES OF MERGER

JERRY BASSIN, INC., ET AL

EFFECTIVE DATE  
*12-31-95*

INTO

AEC ONE STOP GROUP, INC.

RECORDED  
95 DEC 26 PM 12:11  
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

**TLL DEC 26 1995**

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**JERRY BASSIN, INC., a Florida corporation, 687674**

**AIRLIE, INC., a California corporation not authorized to transact business in Florida.**

**TITUS OAKS RECORDS, INC., a Connecticut corporation not authorized to transact business in Florida.**

**into**

**AEC ONE STOP GROUP, INC., a Delaware corporation F95000006270**

**File date: December 26, 1995 , effective December 31, 1995**

**Corporate Specialist: Thelma Lewis**

**Account number: 072100000032**

**Account charged: 140.00**

**ARTICLES OF MERGER OF  
JERRY BASSIN, INC.  
AIRLIE, INC.  
TITUS OAKS RECORDS INC.  
AND  
AEC ONE STOP GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 12:15

1. The names of the merging corporations are:

Jerry Bassin, Inc., a Florida corporation  
Airlie, Inc., a California corporation  
Titus Oaks Records, Inc., a Connecticut corporation  
AEC One Stop Group, Inc., a Delaware corporation

EFFECTIVE DATE  
12-31-95

2. The Plan of Merger (a copy of which is attached hereto as Exhibit A) designates AEC One Stop Group, Inc. as the surviving corporation (the "Surviving Corporation").
3. The name of the Surviving Corporation shall be **AEC One StopGroup, Inc.**
4. The certificate of incorporation of the Surviving Corporation as in effect immediately before the merger shall be its certificate of incorporation until thereafter amended.
5. The plan of merger has been approved by each of the merging corporations in the manner provided for in the applicable provisions of the Delaware General Corporation Law, the California General Corporation Law, the Connecticut Stock Corporation Act and the Florida Business Corporation Act.
6. The effective time and date of the merger shall be 11:59 p.m. on December 31, 1995.
7. The Plan of Merger was adopted by the sole shareholder of each merging corporation on December 19, 1995.
8. At the time the merger becomes effective, each share of capital stock of Bassin, Airlie, and Titus Oaks issued and outstanding immediately prior to the effective time shall be cancelled and extinguished and no payment or other consideration shall be made with respect thereto.
9. The Plan of Merger as approved is on file at the principal place of business of the Surviving Corporation:
- AEC One Stop Group, Inc.  
110 East 59th Street  
18th Floor  
New York, New York 10022
10. In addition to complying with of the Delaware General Corporation Law, the California General Corporation Law, the Connecticut Stock Corporation Act and the Florida

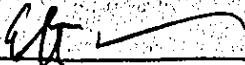


Business Corporation Act, the Surviving Corporation shall furnish a copy of the Plan of Merger on request and without cost, to any shareholder of any of the merging corporations.

Dated <sup>22</sup>as of this 31<sup>st</sup> day of December, 1995.


We hereby declare, under the penalties of false statement, that the statements made in this foregoing certificate that pertain to Jerry Bassin, Inc. are true.

**JERRY BASSIN, INC.**

By:   
Elliot B. Newman  
Executive Vice President and  
Secretary

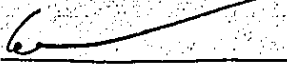
We hereby declare, under the penalties of false statement, that the statements made in this foregoing certificate that pertain to Airlie, Inc. are true.

**AIRLIE, INC.**

By:   
Elliot B. Newman  
Executive Vice President and  
Secretary

We hereby declare, under the penalties of false statement, that the statements made in this foregoing certificate that pertain to Titus Oaks Records, Inc. are true.

**TITUS OAKS RECORDS, INC.**

By:   
Elliot B. Newman  
Executive Vice President and  
Secretary

We hereby declare, under the penalties of false statement, that the statements made in this foregoing certificate that pertain to AEC One Stop Group, Inc. are true.

**AEC ONE STOP GROUP, INC.**

By: \_\_\_\_\_

Elliot B. Newman  
Executive Vice President and  
Secretary

**EXHIBIT A**

**AGREEMENT AND PLAN  
OF MERGER**

This AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (the "Agreement"), dated as of December 31, 1995, among ALLIANCE ENTERTAINMENT CORP., a Delaware corporation ("AEC"), JERRY BASSIN, INC., a Florida corporation ("Bassin"), AIRLIE, INC., a California corporation ("Airlie"), TITUS OAKS RECORDS, INC., a Connecticut corporation ("Titus Oaks") and, AEC ONE STOP GROUP, INC., a Delaware corporation ("One Stop").

**WITNESSETH:**

WHEREAS, AEC is the record holder of all of the issued and outstanding capital stock of Bassin, Airlie, Titus Oaks and One Stop; and

WHEREAS, the Boards of Directors of AEC, Bassin, Airlie, Titus Oaks and One Stop, have determined that it is in the best interests of AEC, Bassin, Airlie, Titus Oaks and One Stop that Bassin and Airlie and Titus Oaks merge with and into One Stop (with One Stop being the entity surviving such merger) (the "Merger") on the terms and conditions set forth herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and in consideration of the mutual terms, conditions and other agreements set forth herein, the parties hereto agree as follows:

**ARTICLE I  
NAMES OF THE CONSTITUENT CORPORATIONS**

The names of each of the constituent corporations, its state of incorporation, and the name under which each of such constituent corporations was formed, are as follows:

<u>Name of Constituent Corporation</u>	<u>Place of Incorporation</u>	<u>Name Under Which It Was Formed</u>
Jerry Bassin, Inc.	Florida	Jerry Bassin, Inc.
Airlie, Inc.	California	ARD Acquisition Corp.
Titus Oaks Records, Inc.	Connecticut	CD Acquisition Corp.
AEC One Stop Group, Inc.	Delaware	One Way Records, Inc.

At the Effective Time (as defined in Article 3) and subject to and upon the terms and conditions of this Agreement and Plan of Merger and the laws of the States of Florida, California, Connecticut, and Delaware, Bassin, Airlie and Titus Oaks shall be merged with and into One Stop, and One Stop shall continue as the surviving corporation. One Stop is sometimes hereinafter referred to as the "Surviving Corporation".

**ARTICLE 2  
DESIGNATION AND NUMBER OF OUTSTANDING SHARES OF  
EACH CONSTITUENT CORPORATION**

The designation and number of outstanding shares of each of the constituent corporations, all of which are entitled to vote, are as follows:

<u>Name of Constituent Corporation</u>	<u>Designation of Outstanding Shares</u>	<u>Number of Outstanding Shares</u>
Bassin	Common	500
Airlie	Common	10,000
Titus Oaks	Common	200
One Stop	Common	1,000

**ARTICLE 3  
EFFECTIVE DATE AND TIME**

The parties hereto shall use their best efforts to cause the Merger to be consummated on and as of 11:59 p.m. ("Effective Time") on December 31, 1995 ("Effective Date"), by filing with the Secretary of States of the States of Delaware, Florida, California and Connecticut of certificates of merger in the form annexed hereto (the "Merger Certificates").

**ARTICLE 4  
CERTIFICATE OF INCORPORATION**

At the Effective Time, the Certificate of Incorporation of One Stop, as in effect immediately before the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation.

**ARTICLE 5  
CONVERSION OR CANCELLATION OF  
SHARES OF THE CONSTITUENT CORPORATIONS**

At the Effective Time, by virtue of the Merger and without any action on the part of AEC, Bassin, Airlie, Titus Oaks or One Stop or any other person, each share of capital stock of Bassin, Airlie and Titus Oaks issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and no payment or other consideration shall be made with respect thereto.

## **ARTICLE 6 EFFECT OF THE MERGER**

At the Effective Time, the Surviving Corporation shall continue its corporate existence under Delaware law and, without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers, and franchises of Bassin, Airlie and Titus Oaks shall vest in the Surviving Corporation, and all debts, liabilities and duties of Bassin, Airlie and Titus Oaks shall become the debts, liabilities and duties of the Surviving Corporation. In furtherance of the preceding sentence, One Stop hereby expressly acknowledges and agrees that at the Effective Time, as the Surviving Corporation in the Merger, it shall become liable for and assume any and all outstanding indebtedness of Bassin, Airlie and Titus Oaks.

## **ARTICLE 7 SUBSEQUENT ACTIONS**

It at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise establish in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of any of Bassin, Airlie and Titus Oaks acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of any of Bassin, Airlie and Titus Oaks, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of such corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in that Surviving Corporation or otherwise to carry out this Agreement.

## **ARTICLE 8 STOCK TRANSFER BOOKS**

At the Effective Time, the stock transfer book of Bassin, Airlie and Titus Oaks shall be closed and there shall not be any further registration of transfers of shares of capital stock thereof on the records of such companies.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

JERRY BASSIN, INC.

By: Elliot B. Newman  
Name: Elliot B. Newman  
Title: EVP and Secretary

AIRLIE, INC.

By: Elliot B. Newman  
Name: Elliot B. Newman  
Title: EVP and Secretary

TITUS OAKS, INC.

By: Elliot B. Newman  
Name: Elliot B. Newman  
Title: EVP and Secretary

AEC ONE STOP GROUP, INC.

By: Elliot B. Newman  
Name: Elliot B. Newman  
Title: EVP and Secretary

ALLIANCE ENTERTAINMENT CORP.

By: Elliot B. Newman  
Name: Elliot B. Newman  
Title: EVP and Secretary