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National TV Rentals Inc.

Merger

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F97000005048

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL TV RENTALS, INC., a Florida corporation 618055

into

**RTO OPERATING, INC.**, a Delaware corporation F97000005048

File date: October 31, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
NATIONAL TV RENTALS, INC.  
WITH AND INTO  
RTO OPERATING, INC.**

Florida  
**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Plan of Merger between National TV Rentals, Inc. and RTO Operating, Inc. is attached hereto as Exhibit A.
2. The Plan of Merger has been approved by National TV Rentals, Inc. pursuant to the Florida Business Corporation Act and was adopted by the shareholder of National TV Rentals, Inc. on October 27, 1997.
3. The Plan of Merger has been approved by RTO Operating, Inc. pursuant to the Delaware General Corporation Law and was adopted by the shareholder of RTO Operating, Inc. on October 27, 1997.
4. The merger of National TV Rentals, Inc. with RTO Operating, Inc. shall become effective upon the filing of these Articles of Merger.

IN WITNESS WHEREOF, National TV Rentals, Inc. and RTO Operating, Inc. have executed these Articles of Merger this 27th day of October, 1997.

RTO OPERATING, INC.

By: Billy W. White Sr.  
Billy W. White, Sr.,  
Chief Executive Officer

NATIONAL TV RENTALS, INC.

By: Billy W. White Sr.  
Billy W. White, Sr.,  
Chief Executive Officer

**PLAN OF MERGER  
OF  
NATIONAL TV RENTALS, INC., A FLORIDA CORPORATION  
WITH AND INTO  
RTO OPERATING, INC., A DELAWARE CORPORATION**

**I.**

**CONSTITUENT CORPORATIONS**

The name of each constituent corporation is as follows: RTO Operating, Inc., a corporation organized under the laws of the State of Delaware ("RTO Operating"), and National TV Rental, Inc., a corporation organized under the laws of the State of Florida ("National TV Rental, Inc.").

**II.**

**SURVIVING CORPORATION**

The name of the surviving corporation is RTO Operating, Inc. and following the merger its name shall remain RTO Operating, Inc.

**III.**

**MERGER**

Pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, National TV Rental, Inc. shall be merged with and into RTO Operating (the "Merger").

**IV.**

**CERTIFICATE OF INCORPORATION AND BYLAWS**

The Certificate of Incorporation and Bylaws of RTO Operating in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Certificate of Incorporation and Bylaws following the Merger, until thereafter duly altered, amended or repealed in accordance with applicable law.

V.

**DIRECTORS AND OFFICERS**

Upon the effectiveness of the Merger, the directors and officers of RTO Operating immediately prior to the Merger shall remain the respective directors and officers of RTO Operating after the Merger, holding office in accordance with the Bylaws of RTO Operating.

VI.

**MANNER AND BASIS OF CONVERTING SHARES**

(a) National TV Rental, Inc. Capital Stock. Upon the Merger becoming effective in accordance with Article VIII below, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of National TV Rental, Inc. (the "National TV Rental, Inc. Shares"), all of the outstanding National TV Rental, Inc. Shares will be automatically converted into one (1) share of common stock, par value \$.01 per share, of RTO Operating (the "RTO Operating Share"). Any shares of RTO Operating capital stock held in the treasury of National TV Rental, Inc. will be canceled and will not be converted into the right to receive the RTO Operating Share.

(b) RTO Operating Capital Stock. Upon the Merger becoming effective in accordance with Article VIII below, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of RTO Operating (the "RTO Operating Capital Stock") or any constituent corporation which is a party to the Merger, all RTO Operating Capital Stock outstanding prior to the date the Merger becomes effective shall continue to be issued and outstanding immediately after the consummation of the Merger, and RTO, Inc., a corporation organized under the laws of Delaware, will continue to hold all of such shares.

VII.

**EFFECTIVE DATE**

The Merger shall become effective upon the later of (i) the date of filing by the Secretary of State of the State of Florida of the Certificate of Merger to be delivered to and filed with the Secretary of State of the State of Florida in connection with the Merger, or (ii) the date of filing by the Secretary of State of the State of Delaware of the Certificate of Merger to be delivered to and filed with the Secretary of State of the State of Delaware in connection with the Merger.