

F99000001870

Document Number Only

CT Corporation System
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Tallahassee, FL 32301
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CORPORATION(S) NAME

Merger

Duro Communications, Inc.

merging: The Gulf Coast Internet Company

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
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02/17/00

RECEIVED
00 FEB 17 AM 10:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 FEB 17 PM 3:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE GULF COAST INTERNET COMPANY, a Florida corporation
P94000035613

into

DURO COMMUNICATIONS, INC., a Delaware entity F99000001870

File date: February 17, 2000

Corporate Specialist: Annette Ramsey

FILED
00 FEB 17 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

THE GULF COAST INTERNET COMPANY

INTO

DURO COMMUNICATIONS, INC.

In accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S. the following Articles of Merger are submitted. DURO Communications, Inc., a corporation organized and existing under the laws of Delaware ("DURO"),

DOES HEREBY CERTIFY:

FIRST: That the surviving corporation is DURO, a corporation incorporated on the 19th day of February 1999, pursuant to Section 101 of Title 8 of the General Corporate Law of the State of Delaware.

SECOND: That the merging corporation is The Gulf Coast Internet Company, a corporation incorporated on the 29th day of April 1994, pursuant to Florida Business Corporation Act Section 607.0203 ("Gulf Coast").

THIRD: See the Plan of Merger, attached as Exhibit A.

FOURTH: That the merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: That DURO, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 4th day of February, 2000, determined to and did cause the merger of Gulf Coast with and into DURO, with DURO as the surviving corporation in the merger:

FURTHER RESOLVED, that Gulf Coast merge with and into DURO, pursuant to and in accordance with the provisions of Section 253 of Title 8 of the General Corporation Law of the State of Delaware, with DURO being the surviving corporation in the merger and with the effective date of such merger to be the date of filing of the Certificate and Plan of Merger with the Secretary of the State of Delaware.

SIXTH: That Gulf Coast, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 4th day of February, 2000, determined to and did cause the merger of Gulf Coast with and into DURO, with DURO as the surviving corporation in the merger:


FURTHER RESOLVED, that Gulf Coast, a wholly-owned subsidiary of DURO, merge with and into DURO, pursuant to and in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act, with DURO being the surviving corporation in the merger and with the effective date of such merger to be the date of filing of the Articles of Merger with the Secretary of the State of Florida.

SEVENTH: That DURO and Gulf Coast have effectively executed and thereby ratified these Articles of Merger as evidenced by the signatures, on behalf of each DURO and Gulf Coast, below:

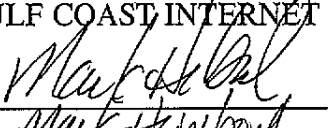
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IN WITNESS WHEREOF, that DURO and Gulf Coast have caused this Article to be signed as of this 4th day of February, 2000.

DURO COMMUNICATIONS, INC.

By: 
Name: Mark Hembach
Title: President

THE GULF COAST INTERNET COMPANY

By: 
Name: Mark Hembach
Title: President

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Exhibit A

PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 4th day of February, 2000 by and between:

DURO Communications Inc., a Delaware corporation (hereinafter referred to as "DURO");
and

The Gulf Coast Internet Company, a Florida corporation (hereinafter referred to as "Gulf Coast").

WHEREAS, DURO owns one hundred percent (100%) of the issued and outstanding stock of all classes of Gulf Coast, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate Gulf Coast into DURO as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO and Gulf Coast have respectively determined that it will be in the best interest of both entities to merge and consolidate Gulf Coast into DURO as the surviving corporation, effective upon the filing of Articles of Merger in the State of Florida and a Certificate and Plan of Merger in the State of Delaware.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by DURO of all liabilities of Gulf Coast, all of the assets of every kind and description of Gulf Coast are hereby merged into and conveyed to DURO.

2. The separate existence of Gulf Coast shall cease upon the execution of this Plan and the filing of Articles of Merger with the Secretary of State of the State of Florida and a Certificate and Plan of Merger with the Secretary of State of the State of Delaware.

3. The title to all real estate and other property owned by Gulf Coast is hereby vested in DURO without reversion or impairment.

4. DURO hereby assumes all liabilities of Gulf Coast as the surviving corporation.

5. Any proceeding pending against Gulf Coast may be continued against DURO as if the merger did not occur, or, in the alternative, DURO may be substituted in any such proceeding.

6. There shall be no additional shares issued by DURO to Gulf Coast because of this merger.

7. Both entities shall execute all instruments necessary to effect this merger.

IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

DURO COMMUNICATIONS INC.

By: Mark Wahl

Title: Treasurer

THE GULF COAST INTERNET COMPANY

By: Mark Wahl

Title: Treasurer