

F99000001870

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
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Attn: Jeff Netherton

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Duro Communication Corporation

Merging: iThink, Inc.

☐ Profit ☐ Amendment ☒ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

09/14/00

Availability

Document

Examiner

Updater

Verifier

Acknowledgement

W.P. Verifier

FILED  
00 SEP 14 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 SEP 14 AM 11:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. COULLETTE SEP 14 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ITHINK, INC., a Florida corporation, P94000029110

into

**DURO COMMUNICATION CORPORATION**, a Delaware entity F99000001870

File date: September 14, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
MERGING  
ITHINK, INC.  
INTO  
DURO COMMUNICATION CORPORATION

FILED  
00 SEP 14 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are submitted. DURO Communication Corporation, 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 iThink, Inc., a corporation incorporated on the 14th day of April 1994, pursuant to Section 607.0203 of the Florida Business Corporation Act ("iThink").

THIRD: That the Plan of Merger, attached hereto as Exhibit A, has been duly adopted by the Board of Directors of DURO as of September 11<sup>th</sup>, 2000.

FOURTH: That the merger shall become effective on the date the Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

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 of Directors, on the 11<sup>th</sup> day of September, 2000, determined to and did cause the merger of iThink with and into DURO, with DURO as the surviving corporation in the merger:

RESOLVED, that iThink 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 of Merger with the Secretary of State of the State of Delaware.

RESOLVED, FURTHER, that Peter B. Hopper, Mark L. Heimbouch and Steven G. Sapp (collectively the "Authorized Officers") be, and each of them acting singly hereby is, authorized, empowered and directed, for and on behalf of DURO to (i) execute and deliver the Plan of Merger, substantially in the form attached hereto, pursuant to which iThink shall merge with and into DURO, (ii) to cause a Certificate of Merger to be filed with each of the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida; and (iii) to take any other actions as deemed necessary or appropriate by such Authorized Officers of DURO to effectuate the purpose of this resolution.

SIXTH: That iThink, by the following resolution of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 11<sup>th</sup> day of September, 2000, determined to and did cause the merger of iThink with and into DURO, with DURO as the surviving corporation in the merger:

RESOLVED, that iThink, a wholly-owned subsidiary of DURO, merge with and into DURO, pursuant to and in accordance with the provisions of Section 607.1104 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 Department of State of the State of Florida and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

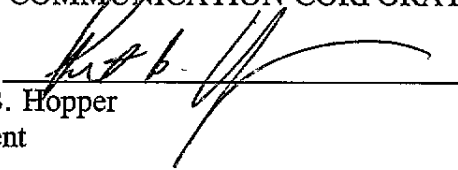
SEVENTH: That DURO and iThink have effectively executed and thereby ratified these Articles of Merger as evidenced by the signatures, on behalf of each DURO and iThink, set forth below.

EIGHTH: That pursuant to Section 607.1104 of the Florida Business Corporation Act, approval of the stockholders of iThink, Inc. is not required.

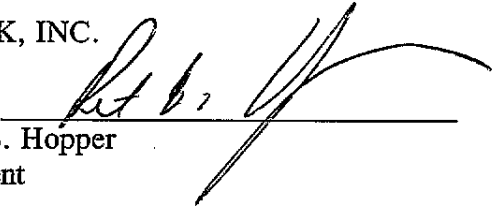
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IN WITNESS WHEREOF, that DURO and iThink have caused these Articles of Merger to be signed as of this 11<sup>th</sup> day of September, 2000.

DURO COMMUNICATION CORPORATION

By:   
Peter B. Hopper  
President

ITHINK, INC.

By:   
Peter B. Hopper  
President

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## PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 11<sup>th</sup> day of September, 2000 by and between:

DURO Communication Corporation, a Delaware corporation (hereinafter referred to as "DURO"); and

iThink, Inc., a Florida corporation (hereinafter referred to as "iThink").

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

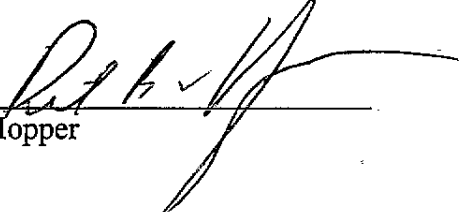
WHEREAS, the Board of Directors of each of DURO and iThink have respectively determined that it will be in the best interest of both entities to merge and consolidate iThink into DURO, with DURO as the surviving corporation, effective upon the filing of Articles of Merger in the State of Florida and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

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

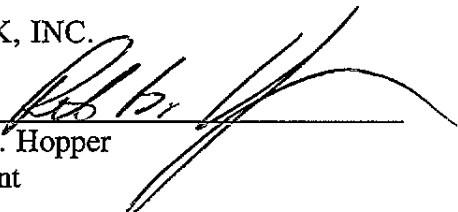
1. For and in consideration of the assumption by DURO of all liabilities of iThink, all of the assets of every kind and description of iThink are hereby merged into and conveyed to DURO.
2. The separate existence of iThink shall cease upon the execution of this Plan and the filing of Articles of Merger with the Department of State of the State of Florida and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.
3. The title to all real estate and other property owned by iThink is hereby vested in DURO without reversion or impairment.
4. DURO hereby assumes all liabilities of iThink as the surviving corporation.
5. Any proceeding pending against iThink 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 iThink 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 COMMUNICATION CORPORATION

By:   
Peter B. Hopper  
President

ITHINK, INC.

By:   
Peter B. Hopper  
President

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