

JUL-28-98 01:59PM

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7/29/98

FLORIDA DIVISION OF CORPORATIONS  
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NAME: SOUTH FLORIDA STADIUM CORPORATION

AUDIT NUMBER.....H98000014015

DOC TYPE.....MERGER OR SHARE EXCHANGE

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ATTENTION: KAREN BYERS

PURSUANT TO YOUR CONVERSATION WITH MAGGIE VINAJERAS YESTERDAY, PLEASE HAVE THE ATTACHED  
DOCUMENT FILED WITH YESTERDAY'S DATE, JULY 28, 1998.

WE WERE UNABLE TO FILE IT ELECTRONICALLY AND FAX IT TO YOU YESTERDAY BECAUSE OF LACK  
OF FUNDS IN OUR COMPUSERVE ACCOUNT.

WE THANK YOU FOR YOUR COOPERATION, AND PLEASE DO NOT HESITATE TO CALL ME AT (305)  
982 5692 IF YOU HAVE ANY QUESTIONS OR COMMENTS.

ANGIE

*Angie*

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROBBIE CONCESSIONS CORPORATION, a Florida corporation, document  
number J35542

ROBBIE SCOREBOARD CORPORATION, a Florida corporation, document  
number J35540

INTO

**SOUTH FLORIDA STADIUM CORPORATION**, a Florida corporation, G84962

File date: July 28, 1998

Corporate Specialist: Karen Gibson

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98 JUL 28 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**ROBBIE CONCESSIONS CORPORATION,**  
a Florida corporation

**ROBBIE SCOREBOARD CORPORATION,**  
a Florida corporation

with and into

**SOUTH FLORIDA STADIUM CORPORATION,**  
a Florida corporation

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), Robbie Concessions Corporation, a Florida corporation ("Concessions") and Robbie Scoreboard Corporation, a Florida corporation ("Scoreboard"), wholly-owned subsidiaries of South Florida Stadium Corporation, a Florida corporation ("Surviving Corporation"), and Surviving Corporation hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Robbie Concessions Corporation, a Florida corporation, Robbie Scoreboard Corporation, a Florida corporation and South Florida Stadium Corporation, a Florida corporation. South Florida Stadium Corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the sole Director of each corporation on February 28, 1998 pursuant to Section 607.0821 of the Act. Pursuant to Section 607.1104 of the Act, no vote of shareholders of any of the corporations is required.
4. The effective date and time of the Merger shall be the date and time of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.


Prepared by:  
Edward L. Ristano, Esq.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 784877

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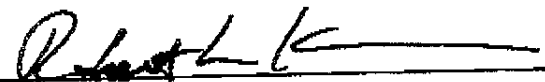
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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed  
as of February 28, 1998.

**ROBBIE CONCESSIONS CORPORATION**  
a Florida corporation

By:   
Robert L. Kramm, President

**ROBBIE SCOREBOARD CORPORATION**  
a Florida corporation

By:   
Robert L. Kramm, President

**SOUTH FLORIDA STADIUM CORPORATION**  
a Florida corporation

By:   
Robert L. Kramm, President

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EXHIBIT A

## **PLAN OF MERGER**

This Plan of Merger (this "Plan") is entered into as of February 28, 1998 among Robbie Concessions Corporation, a Florida corporation ("Concessions"), Robbie Scoreboard Corporation, a Florida corporation ("Scoreboard") and South Florida Stadium Corporation, a Florida corporation (the "Company").

## **RECITALS**

The boards of directors of Concessions, Scoreboard and the Company have determined that it is advisable and in the best interests of each such corporation and their respective shareholders that Concessions and Scoreboard, wholly-owned subsidiaries of the Company, be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

## **ARTICLE I.**

### **THE MERGER**

A. At the Effective Time (as defined in Article V hereof), Concessions and Scoreboard shall be merged with and into the Company in accordance with Sections 607.1104 of the Florida Business Corporation Act (the "Act") and the separate existence of Concessions and Scoreboard shall thereupon cease, and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

B. The shareholders of each of Concessions and Scoreboard who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

C. The Company, as sole shareholder of Concessions and Scoreboard, waives any and all mailing requirements under Section 607.1104 of the Act.

## **ARTICLE II.**

### **THE SURVIVING CORPORATION**

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

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B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified

### ARTICLE III.

#### MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time, each share of Common Stock of Concessions \$1.00 par value per share, and each share of Common Stock of Scoreboard, \$1.00 par value per share, issued and outstanding immediately prior to the Effective Time, and each share of common stock of Concessions and Scoreboard, respectively, held in treasury, shall become null and void, and the outstanding shares of Company Common Stock, \$1.00 par value per share, shall be the only outstanding Common Stock of the Surviving Corporation immediately following the Effective Time.

### ARTICLE IV.

#### EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers and franchises of the Company, Concessions and Scoreboard shall vest in the Surviving Corporation, and all liabilities and obligations of the Company, Concessions and Scoreboard shall become liabilities and obligations of the Surviving Corporation. Notwithstanding the Effective Time of the Merger, each of the parties hereto agrees that, in so far as the transactions, dealings and relationships of the parties hereto to each other, all of Scoreboard's and Concessions' respective property, rights, privileges, powers and franchises shall vest in the Company, and all of their respective liabilities and obligations shall become the liabilities and obligations of the Company, as of February 28, 1998.

### ARTICLE V.

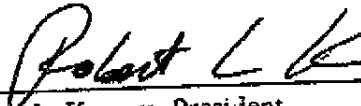
#### EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida.

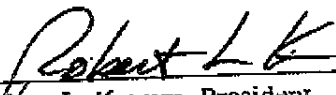
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IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

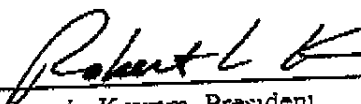
**ROBBIE CONCESSIONS CORPORATION,**  
a Florida corporation

By:   
Robert L. Kramm, President

**ROBBIE SCOREBOARD CORPORATION, a**  
Florida corporation

By:   
Robert L. Kramm, President

**SOUTH FLORIDA STADIUM CORPORATION,**  
a Florida corporation

By:   
Robert L. Kramm, President