

G94830



ACCOUNT NO. : 072100000032

REFERENCE : 067805 4802844

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ ~~35.00~~ \$70.00 (RH)

ORDER DATE : December 16, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 067805-025

800002714818--0

CUSTOMER NO: 4802844

CUSTOMER: Suzanne Knoll, Legal Assistant  
Neal Gerber & Eisenberg  
Two North Lasalle Street  
Suite 2300  
Chicago, IL 60602

ARTICLES OF MERGER

CABLE USA, INC.

INTO

CABLE USA, INC.

FILED  
98 DEC 21 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *Dec 12/21*

98 DEC 17 PM 2:05

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CABLE USA, INC., a Florida corporation, G94830

INTO

**CABLE USA, INC.**, a Delaware corporation not qualified in Florida.

File date: December 21, 1998, effective December 31, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

CABLE USA, INC.

AND

CABLE USA, INC.

FILED  
98 DEC 21 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

EFFECTIVE DATE  
12-31-98

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Cable USA, Inc., a Florida corporation, with and into Cable USA, Inc., a Delaware corporation.

2. The shareholders of Cable USA, Inc., a Florida corporation, entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 10, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


3. The merger of Cable USA, Inc., a Florida corporation, with and into Cable USA, Inc., a Delaware corporation, is permitted by the laws of the jurisdiction of organization of Cable USA, Inc., a Delaware corporation, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Cable USA, Inc., a Delaware corporation, was December 10, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. Eastern Standard Time on December 31, 1998.

Executed on December 10, 1998.


CABLE USA, INC., a Florida corporation

BY:

  
\_\_\_\_\_  
R.C. Gluth  
Vice President

CABLE USA, INC., a Delaware corporation

BY:

  
\_\_\_\_\_  
R.C. Gluth  
Vice President

AGREEMENT AND PLAN OF MERGER

10 AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated December 10, 1998, among CABLE USA, INC., a Delaware corporation ("Cable Delaware" or the "Surviving Corporation"), and CABLE USA, INC., a Florida corporation ("Cable Florida").

W I T N E S S E T H:

WHEREAS, Cable Florida has authorized capital consisting of 400,000 shares of common stock, no par value, 272,000 shares of which are issued and outstanding and owned by The Marmon Corporation, a Delaware corporation ("Marmon"), and 108,000 of which are issued and held in the treasury of Cable Florida;

WHEREAS, Cable Delaware has authorized capital consisting of 1,000 shares of common stock, \$1.00 par value per share, 1,000 shares of which are issued and outstanding and owned by Marmon; and

WHEREAS, the parties have determined that it is advisable and in each of their best interests that Cable Florida be merged with and into Cable Delaware pursuant to Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), and Section 252 of the Delaware General Corporation Law, as amended (the "DGCL"), and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Terms of Merger. Subject to the terms and conditions hereof, as of the Effective Time, as set forth in Section 2, Cable Florida shall be merged with and into Cable Delaware, all in accordance with the applicable provisions of the DGCL and FBCA. The merger of Cable Florida into Cable Delaware is hereinafter referred to as the "Merger."

2. Effective Time. As soon as practicable, the parties hereto shall cause articles or certificates of merger, as appropriate, and any other necessary or desirable documents to be filed with the appropriate authority in their respective jurisdictions of organization. The Merger of Cable Florida into Cable Delaware shall be effective at 5:00 p.m. on December 31, 1998 (the "Effective Time").

3. Effects of the Merger. The Merger shall have effects set forth in the applicable provisions of the DGCL and the FBCA.

4. Cancellation or Exchange of Shares. By virtue of the Merger and without any action on the part of the parties hereto,

the status of the shares of Cable Florida and Cable Delaware shall be as follows:

(a) Cable Florida. Each share of common stock of Cable Florida issued and outstanding or in the treasury immediately prior to the Merger shall be cancelled and no cash, securities or other property shall be issued in exchange therefor. All certificates representing such shares of common stock shall be surrendered to the Surviving Corporation for cancellation.

(b) Cable Delaware. Each share of common stock of Cable Delaware issued and outstanding immediately prior to the Merger shall remain issued and outstanding without change.

5. Surviving Corporation.

(a) As of the Effective Time, the Certificate of Incorporation of Cable Delaware shall be the Certificate of Incorporation of the Surviving Corporation.

(b) As of the Effective Time, the By-laws of Cable Delaware shall be the By-laws of the Surviving Corporation.

(c) As of the Effective Time, the directors and officers of Cable Delaware shall become the directors and officers of the Surviving Corporation until their successors are duly elected and qualified in accordance with the By-laws of the Surviving Corporation and Delaware law.

6. Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by the consent of the Boards of Directors of each of the parties.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the parties hereto on the date first above written.

CABLE USA, INC., a Delaware corporation

By: \_\_\_\_\_  
R.C. Gluth, Vice President

CABLE USA, INC., a Florida corporation

By: \_\_\_\_\_  
R.C. Gluth, Vice President