

# G98767

PAN AMERICAN GROUP  
7439 E. HILLSBOROUGH AVE.  
TAMPA, FLORIDA 33610  
(813) 623-3543

February 15, 1999

Mr. George Sheldon  
Sheldon/Cusick & Associates  
864 East Park Avenue  
Tallahassee, FL 32301

Subject: Articles of Merger between  
Horizon - A U.S. Communications Company  
and Hispanic Publishing Corporation

Dear George:

Enclosed are the originals and one copy of the following:

Articles of Merger  
Plan of Merger  
Provisions for Plan of Merger

The Articles of Merger should be filed after the Articles of Amendment to the Articles of Incorporation of Horizon have been filed (overnighted to you on Friday, February 12). The documents can be filed on the same day, but the Articles of Amendment need to be filed first and then the Articles of Merger.

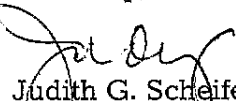
It would be appreciated if you could walk this through and fax a copy to us as soon as possible. The certified copy can be returned by regular mail.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 for the following:

\$70.00	Filing Fee (\$35 for each entity)
<u>8.75</u>	Certified Copy
\$78.75	

If you have any questions, please give me a call. Thanks for your assistance.

Sincerely,

  
Judith G. Scheifele  
Enclosures

CALL  
CHRIS 222-  
WHEN READY

FILED  
99 FEB 16 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Merger*

RECEIVED  
FEB 16 1999  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*MP*  
2/17/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HISPANIC PUBLISHING CORPORATION, a Delaware corporation not  
authorized to transact business in Florida

,

INTO

**HORIZON, A U.S. COMMUNICATIONS COMPANY**, a Florida corporation,  
G98767

File date: February 16, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**

between

**HORIZON, - A U.S. COMMUNICATIONS COMPANY**  
a Florida Corporation

and

**HISPANIC PUBLISHING CORPORATION**  
a Delaware Corporation

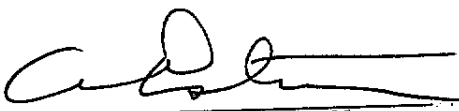
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Horizon, A U.S. Communications Company, being validly and legally formed under the laws of the State of Florida, and Hispanic Publishing Corporation, being validly and legally formed under the laws of the State of Delaware, have adopted a Plan of Merger:

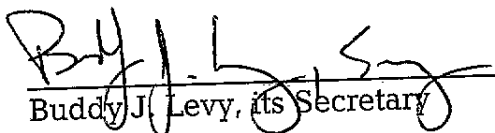
1. Plan of Merger is attached hereto as Exhibit "A" and incorporated herein for all purposes.
2. The effective date of the Merger is January 1, 1999.
3. Horizon, A U.S. Communications Company adopted the Plan of Merger on December 28, 1998 by a vote of all its shareholders and board of directors.
4. Hispanic Publishing Corporation adopted the Plan of Merger on December 28, 1998 by a vote of all its shareholders and board of directors.

Horizon, - A U.S. Communications  
Company, a Florida corporation

By:

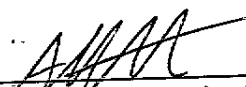
  
Alfred Estrada, its President

and

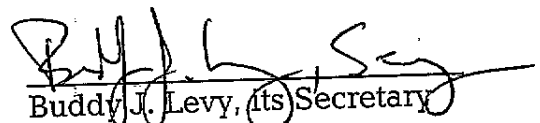
  
Buddy J. Levy, its Secretary

Hispanic Publishing Corporation,  
a Delaware corporation

By:

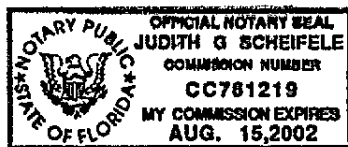
  
Alfredo Estrada, its President

and

  
Buddy J. Levy, its Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

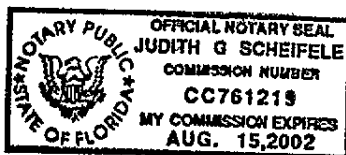
The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of February, 1999, by Alfred Estrada the President of Horizon, A U.S. Communications Company, a Florida corporation, on behalf of said corporation.



*Judith G Scheifele*  
Notary Public

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of February, 1999, by Alfredo Estrada the President of Hispanic Publishing Corporation, a Delaware corporation, on behalf of said corporation.



*Judith G Scheifele*  
Notary Public

## PLAN OF MERGER

Horizon, A U.S. Communications Company, a Florida corporation and Hispanic Publishing Corporation, a Delaware corporation, hereby adopt the following Plan of Merger pursuant to FS §607.1101.

1. Name of each corporation planning to merge is:

Horizon, A U.S. Communications Company and Hispanic Publishing Corporation

2. Name of surviving corporation is:

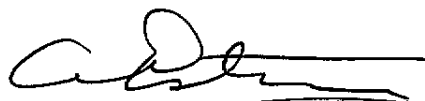
Horizon, A U.S. Communications Company

3. The terms and conditions of the merger are:

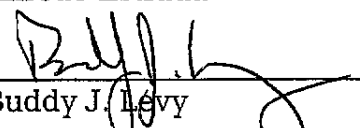
See Exhibit "A" attached hereto and incorporated herein for all purposes.

4. The manner and basis of converting the shares of each corporation is:


Ten shares of Horizon, A U.S. Communications Company exchanged for one share of Hispanic Publishing Corporation.

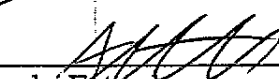
  
\_\_\_\_\_  
Alfred Estrada

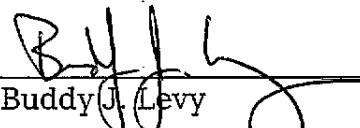
  
\_\_\_\_\_  
Alfredo Estrada

  
\_\_\_\_\_  
Buddy J. Levy

As the Board of Directors of  
Horizon, A U.S. Communications Company,  
a Florida corporation

  
\_\_\_\_\_  
Alfred Estrada

  
\_\_\_\_\_  
Alfredo Estrada

  
\_\_\_\_\_  
Buddy J. Levy

As the Board of Directors of  
Hispanic Publishing Corporation,  
a Delaware corporation

## PROVISIONS FOR PLAN OF MERGER

**Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

- (a) Each share of the common stock of Hispanic Publishing Corporation issued and outstanding on the effective date of the merger shall be converted into ten shares of the common stock of Horizon A U.S. Communications Company, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.
- (c) Holders of certificates of common stock of Hispanic Publishing Corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

**Articles of Incorporation.** The articles of incorporation of Horizon A U.S. Communications Company shall continue to be its articles of incorporation following the effective date of the merger.

**Bylaws.** The bylaws of Horizon, A U.S. Communications Company shall continue to be its bylaws following the effective date of the merger.

**Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been selected or appointed and qualified.

**Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Approval by Stockholders.** This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 28, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

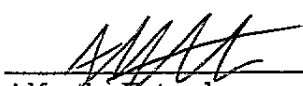
**Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

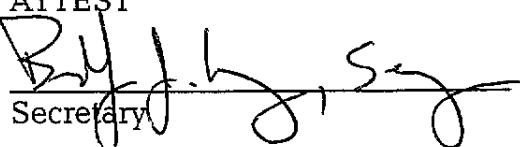
**Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either Horizon, A U.S. Communications Company or Hispanic Publishing Corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 28, 1998; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

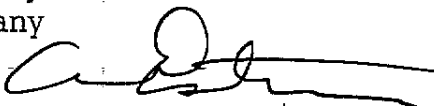
**Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

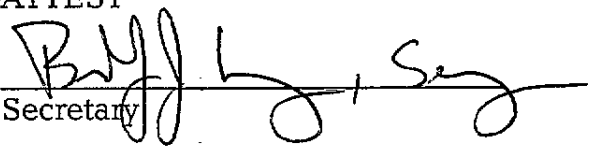
Hispanic Publishing Corporation

By:   
Alfredo Estrada

ATTEST  
  
Secretary

Horizon, A U.S. Communications Company

By:   
Alfred Estrada

ATTEST  
  
Secretary