

H55991

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOUTH FLORIDA RADIO, INC.

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ARTICLES OF MERGER
(Profit Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
South Florida Radio, Inc.	Florida	H55991

[New Name: James Crystal South Florida, Inc. – see amendment to Articles of Incorporation below in Section 7.]

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
James Crystal Ft. Lauderdale, Inc.	Delaware	010427731 3101589 [DE] F99000005133 [FL #]

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 15, 2004.

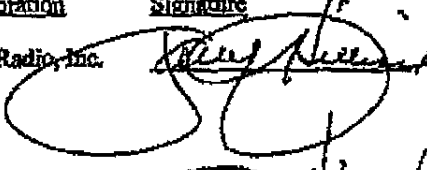
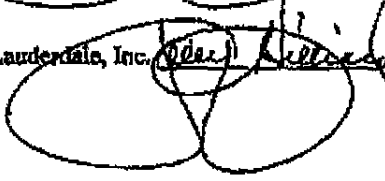
Fifth: Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the unanimous written consent of the shareholder of the surviving corporation on December 31, 2003.

Sixth: Adoption of Merger by merging corporation – The Plan of Merger was adopted by the unanimous written consent of the shareholder of the merging corporation on December 31, 2003.

Seventh: Amendment to the Articles of Incorporation of the surviving corporation is indicated below:

Article 1 – Name. The name of the corporation is James Crystal South Florida, Inc.

Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
South Florida Radio, Inc.		James C. Hilliard, President & Sole Director of Surviving Corporation, & President of sole shareholder, James Crystal Ft. Lauderdale, Inc.
James Crystal Ft. Lauderdale, Inc.		James C. Hilliard, President & Sole Director of Merging Corporation, & President of sole shareholder, James Crystal, Inc.

PLAN OF MERGER

(Merger of parent corporation into subsidiary)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
James Crystal Ft. Lauderdale, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
South Florida Radio, Inc.	Florida

The manner and basis of converting the shares of the parent into shares, obligations, or other securities of the subsidiary, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving corporation are as follows:

(a) The common stock of James Crystal Ft. Lauderdale, Inc., outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be cancelled, and South Florida Radio, Inc., shall cancel the stock issued to James Crystal Ft. Lauderdale, Inc., and reissue stock in the name of the sole shareholder of James Crystal Ft. Lauderdale, Inc., on a pro rata basis.

(b) Each holder of an outstanding certificate representing shares of common stock of James Crystal Ft. Lauderdale, Inc., shall surrender the same to South Florida Radio, Inc., and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of South Florida Radio, Inc., on the basis provided herein. Until so surrendered, the outstanding shares of stock of James Crystal Ft. Lauderdale, Inc., are deemed to be converted into the stock of South Florida Radio, Inc., as provided herein, and may be treated by South Florida Radio, Inc., for all corporate purposes as evidencing the ownership of shares of South Florida Radio, Inc., as though said surrender and exchange had taken place.

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of James Crystal Ft. Lauderdale, Inc., shall be transferred to, vested in and devolve upon South Florida Radio, Inc., without further act or deed, and all property, rights, and every other interest of South Florida Radio, Inc., and James Crystal Ft. Lauderdale, Inc., shall be as effectively the property of South Florida Radio, Inc., as they were of South Florida

Radio, Inc., and James Crystal Ft. Lauderdale, Inc., respectively. James Crystal Ft. Lauderdale, Inc., hereby agrees from time to time, as and when requested by South Florida Radio, Inc., or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as South Florida Radio, Inc., may deem to be necessary or desirable in order to vest in and confirm to South Florida Radio, Inc., title to and possession of any property of James Crystal Ft. Lauderdale, Inc., acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of James Crystal Ft. Lauderdale, Inc., and the proper officers and directors of South Florida Radio, Inc., are fully authorized in the name of James Crystal Ft. Lauderdale, Inc., or otherwise to take any and all such action.

Amendment to the Articles of Incorporation of the surviving (subsidiary) corporation is indicated below:

Change the name of South Florida Radio, Inc., to James Crystal South Florida, Inc.

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