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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TURTLE BEACH CONSTRUCTION COMPANY, INC.

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Handwritten initials: *KRC*
Handwritten mark: *6*

ARTICLES OF MERGER
Merger Sheet

MERGING:

TURTLE BEACH DEVELOPMENT CORP., a Florida corporation, document
number H12785

INTO

TURTLE BEACH CONSTRUCTION COMPANY, INC., a Florida entity, H81539.

File date: December 21, 2000 , effective December 31, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

December 21, 2000

TURTLE BEACH CONSTRUCTION COMPANY, INC.
631 U.S. HWY. #1, STE. 303
N. PALM BCH., FL 33408

SUBJECT: TURTLE BEACH CONSTRUCTION COMPANY, INC.
REF: H81539

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000066281
Letter Number: 900A00063999

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**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 11th day of December, 2000, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

TURTLE BEACH DEVELOPMENT CORP. (document number H12785) (the "Merged Corporation"); and
TURTLE BEACH CONSTRUCTION COMPANY, INC. (document number H81539) (the "Surviving Corporation").

BACKGROUND

EFFECTIVE DATE
12-31-2000

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on October 18, 1985 and having an authorized capital stock of 500 shares of common stock having a par value of \$1.00 per share, of which Four Hundred Eighty Five (485) shares are issued and outstanding, and are owned by Bastiaan Smallegange.

B. The Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 18, 1984, and having an authorized capital stock of 500 shares of common stock having a par value of \$1.00 per share, of which Five Hundred (500) shares are issued and outstanding and are owned by Bastiaan and Marjo Smallegange.

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The Shareholders of each of the Constituent Corporations have unanimously approved the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Presidents of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the close of business on December 31, 2000.

Prepared by:
Robert A. Chaves, Esq.
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2. The names of the corporations that are parties to the Merger are as follows:

- a) TURTLE BEACH DEVELOPMENT CORP.; and
- b) TURTLE BEACH CONSTRUCTION COMPANY, INC.

3. The surviving corporation shall be TURTLE BEACH CONSTRUCTION COMPANY, INC.

4. The undersigned hereby certify that this Plan was unanimously adopted in resolutions of the Board of Directors of the Constituent Corporations on the 11 day of December, 2000, and was unanimously approved by the shareholders of all the issued and outstanding shares of the Constituent Corporations on the same date. With respect to each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that all shares of the Merged Corporation shall be deemed canceled and each of the shares of the Surviving Corporation shall remain issued and outstanding.

6. The By-Laws of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same are altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.

10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of

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or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the Presidents of the Constituent Corporations.

TURTLE BEACH DEVELOPMENT CORP.

By:

Bastiaan A. Smallegange, President

TURTLE BEACH CONSTRUCTION COMPANY, INC.

By:

Bastiaan A. Smallegange, President

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