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February 19, 1997

VIA FEDERAL EXPRESS
2206452194

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/20/97--01059--006
*****70.00 *****70.00

Re: Howard Broadcasting Corporation
Red Top Broadcasting Corp.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Merger of Howard Broadcasting Corporation and Red Top Broadcasting Corp. into Howard Broadcasting Corporation, together with the Agreement and Plan of Merger.

I have also enclosed a check in the amount of \$70.00 (\$35 each) to cover the filing costs.

Please indicate your receipt of the enclosures by stamping and dating the duplicate original of each document and returning them in the envelope provided for your convenience. If you have any questions, please let me know.

Sincerely yours,

GARY R. SASLAW, P.A.

Wendy A. Klement

Wendy A. Klement, Legal Assistant

wak:gs
Enclosures

Copy to: Mr. Howard Premier

HOSB1501

SH 2/27
Merge

FILED
07 FEB 20 AM 9:15
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RED TOP BROADCASTING CORP., a Florida corporation, L08260

INTO

HOWARD BROADCASTING CORPORATION, a Florida corporation, J29916.

File date: February 20, 1997 , effective February 28, 1997

Corporate Specialist: Steven Harris

EFFECTIVE DATE

2-28-97

**ARTICLES OF MERGER
OF
HOWARD BROADCASTING CORPORATION
AND
RED TOP BROADCASTING CORP.
INTO
HOWARD BROADCASTING CORPORATION**

FILED
97 FEB 20 PM 9:15
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1101 and §607.1104 of the Florida Business Corporation Act, the undersigned Corporations adopt the following Articles of Merger:

1. **Name.** The name of each constituent corporation is as follows: HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. The name of the surviving corporation is HOWARD BROADCASTING CORPORATION.
2. **Plan of Merger.** The Agreement and Plan of Merger is attached hereto as Exhibit "A".
3. **Effective Date.** The merger shall become effective at 11:59 o'clock P.M. on February 28, 1997 (hereinafter the "Effective Date").
4. **Authorization of Merger.** The merger pursuant to the Plan of Merger was authorized on February 17, 1997 by written action of all of the shareholders of the common stock of the HOWARD BROADCASTING CORPORATION eligible to vote, and on February 17, 1997 by written action of all of the shareholders of the common stock of the RED TOP BROADCASTING CORP. eligible to vote.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 17 day of February, 1997.

HOWARD BROADCASTING
CORPORATION

By: _____

Howard Premier, President

RED TOP BROADCASTING CORP.

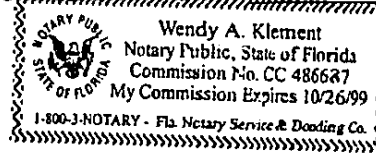
By: _____

Howard Premier, President

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Merger were acknowledged before me this 17 day of February, 1997, by Howard Premier of HOWARD BROADCASTING CORPORATION, a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.

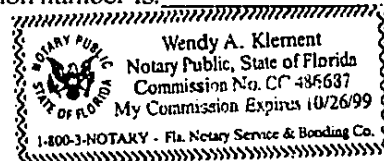
Wendy A. Klement
Notary Public, State of Florida
Print Name: _____
My commission expires: _____
My commission number is: _____



STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Amendment was acknowledged before me this 17 day of February, 1997, by Howard Premier of RED TOP BROADCASTING CORP., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.

Wendy A. Klement
Notary Public, State of Florida
Print Name: _____
My commission expires: _____
My commission number is: _____



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97 FEB 28 AM 11
TALLAHASSEE

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated this 17 day of February, 1997, by and between HOWARD BROADCASTING CORPORATION, a Florida corporation and RED TOP BROADCASTING CORP., a Florida corporation.

WITNESSETH:

WHEREAS, the Boards of Directors of HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. have resolved that HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. be merged under and pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, into a single corporation existing under the laws of the State of Florida, to-wit: HOWARD BROADCASTING CORPORATION, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of HOWARD BROADCASTING CORPORATION consists of 500 shares Class A common voting stock with a par value of \$1.00 per share and 500 shares Class B common non-voting stock with a par value of \$1.00 per share, of which 200 shares of Class A common voting stock are issued and outstanding; and

WHEREAS, the authorized capital stock of RED TOP BROADCASTING CORP. consists of 3,750 shares Class A common voting stock with a par value of \$1.00 per share and 3,750 shares Class B common non-voting stock with a par value of \$1.00 per share, of which 100 shares of the Class A voting common stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors of HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida General Corporation Act of the State of Florida that HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. shall be, at the effective date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Florida, to-wit: HOWARD BROADCASTING CORPORATION, which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. HOWARD BROADCASTING CORPORATION shall adopt this Agreement in accordance with the Florida General Corporate Act of the State of Florida, on or before February, 28, 1997.

2. RED TOP BROADCASTING CORP. shall adopt this Agreement in accordance with the Florida General Corporation Act of the State of Florida, on or before February 28, 1997.

3. The merger shall become effective at 11:59 o'clock P.M. on February 28, 1997 (hereinafter the "Effective Date").

4. On the Effective Date, the separate existence of RED TOP BROADCASTING CORP. shall cease, and RED TOP BROADCASTING CORP. shall be merged into HOWARD BROADCASTING CORPORATION which shall be the surviving corporation. The title to all property, real, personal and mixed, or any interest therein, owned by RED TOP BROADCASTING CORP. shall be vested in HOWARD BROADCASTING CORPORATION without reversion or impairment. HOWARD BROADCASTING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of RED TOP BROADCASTING CORP.. Any claim existing or action or proceeding pending by or against RED TOP BROADCASTING CORP. may be continued as if the merger did not occur. Neither the rights of creditors nor any liens upon the property of RED TOP BROADCASTING CORP. shall be impaired by such merger and may be enforced against HOWARD BROADCASTING CORPORATION to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last officers of HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP. or the corresponding officers of the surviving corporation, may, in the name of HOWARD BROADCASTING CORPORATION or RED TOP BROADCASTING CORP., execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect or confirm in the surviving corporation, title and possession of all of the constituent corporations' property, rights, privileges, powers, franchises, immunities and interest and otherwise, to carry out the purposes of this Agreement.

5. The name of the surviving corporation from and after the Effective Date shall be HOWARD BROADCASTING CORPORATION.

6. The Articles of Incorporation of HOWARD BROADCASTING CORPORATION as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the surviving corporation until amended as provided by law.


7. The By-Laws of HOWARD BROADCASTING CORPORATION, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the surviving corporation until amended as provided therein.

8. The manner and basis of converting the shares of the capital stock of the constituent corporations, and the nature and amount of securities of HOWARD BROADCASTING CORPORATION which the holders of shares of HOWARD BROADCASTING CORPORATION's common stock and RED TOP BROADCASTING CORP.'s common stock are to receive in exchange for such shares are as follows:


- 8.1 HOWARD BROADCASTING CORPORATION Common Stock: The holders of shares of HOWARD BROADCASTING CORPORATION common stock shall retain their shares of HOWARD BROADCASTING CORPORATION and no further action on the part of the holder thereof shall be required.
- 8.2 RED TOP BROADCASTING CORP. Common Stock: Each one share of RED TOP BROADCASTING CORP. common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of HOWARD BROADCASTING CORPORATION's common stock.
- 8.3 All issued and outstanding shares of RED TOP BROADCASTING CORP.'s common stock held immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.
- 8.4 After the Effective Date, certificates evidencing outstanding shares of RED TOP BROADCASTING CORP. common stock shall evidence the right to the holder thereto to receive certificates for shares of HOWARD BROADCASTING CORPORATION common stock at the applicable rate as aforesaid. Each holder of RED TOP BROADCASTING CORP. common stock, upon surrender of such certificates to the Treasurer of HOWARD BROADCASTING CORPORATION, who shall act as a transfer agent for such shares to effect the exchange of certificates, shall be entitled upon such surrender to receive and exchange therefor a certificate or certificates representing the number of shares of HOWARD BROADCASTING CORPORATION common stock into which the shares of RED TOP BROADCASTING CORP. common stock theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each such outstanding certificate for shares of RED TOP BROADCASTING CORP. common stock shall be deemed for all corporate purposes to evidence the ownership of the shares of HOWARD BROADCASTING CORPORATION common stock into which such shares have been so converted.

IN WITNESS WHEREOF, this Agreement has been executed by HOWARD BROADCASTING CORPORATION and RED TOP BROADCASTING CORP., on the day and year first above written.

HOWARD BROADCASTING CORPORATION

By: 
Howard Premier, President

RED TOP BROADCASTING CORP.

By: 
Howard Premier, President