

J41907

Foley + Monner

Requestor's Name

Address

City/State/Zip

Phone #

8778237

FILED
98 MAY 19 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GATORA, INC. into Gator Outdoor Advertising, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

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☐ Will wait

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

200002529582-3
-05/20/98-01002-006
*****70.00 *****70.00

5-20-98

Merger

Examiner's Initials

cc

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GATOA, INC., a Florida corporation, P98000044164

INTO

GATOR OUTDOOR ADVERTISING, INC. which changed its name to
OS FLORIDA, INC., a Florida corporation, J41907.

File date: May 19, 1998

Corporate Specialist: Cheryl Coulliette

MEMORANDUM

VIA FEDERAL EXPRESS

TO: Peggy Smith
FROM: Miriam Krestul Greenhut
DATE: May 18, 1998
RE: Gator Outdoor Advertising, Inc. Articles of Merger

Pursuant to my e-mail earlier today, enclosed are the above-referenced articles of merger, with one counterpart signature page. You should receive the other counterpart signature by separate federal express package. We anticipate filing as early as possible tomorrow on Tuesday, but please call me (ext. 7512) or Bob Bernstein (ext. 7229) upon receipt to confirm that it is okay to file.

Thank you for your help.

cc: Robert Bernstein
Valerie Hodge

**ARTICLES OF MERGER
OF
GATOA, INC.
WITH AND INTO
GATOR OUTDOOR ADVERTISING, INC.**

**FILED
98 MAY 19 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations enter into these Articles of Merger by which GATOA, Inc., a Florida corporation ("GATOA"), shall be merged with and into Gator Outdoor Advertising, Inc., a Florida corporation ("Gator"), and Gator Outdoor Advertising, Inc. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Act, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto as Appendix A and made a part hereof.

SECOND, the merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Department of State of Florida.

THIRD, pursuant to Sections 607.1101 and 607.1103 of the Act, pursuant to Sections 607.0821 and 607.0704 of the Act, the Plan was adopted by the Board of Directors and approved by 100% of the shareholders of Gator by unanimous written consent dated as of May 18, 1998. The Plan was adopted by the Board of Directors of GATOA by written consent dated as May 18, 1998 pursuant to Section 607.0821 of the Act and approved by the sole shareholder of GATOA by written consent dated as of May 18, 1998 pursuant to Section 607.0704 of the Act.

These Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of GATOA and Gator by their duly authorized officers as of this 18th day of May, 1998.

GATOR OUTDOOR ADVERTISING, INC.,
a Florida corporation

By: _____
Peter D. Stelman, Chairman

GATOA, INC., a Florida corporation

By: _____
William S. Levine, President

APPENDIX A

PLAN OF MERGER

PLAN OF MERGER adopted by GATOA, INC., a Florida corporation ("GATOA"), and GATOR OUTDOOR ADVERTISING, INC., a Florida corporation ("Gator").

1. Pursuant to the provisions of the Florida Business Corporation Act, GATOA will be merged into Gator, with Gator being the surviving corporation (the "Surviving Corporation").

2. The Articles of Incorporation and Bylaws of Gator as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof and the Florida Business Corporation Act, provided, however, that Article I of the Articles of Incorporation shall be amended as follows:

Article I

Name

Section 1.1. Name. The name of the corporation is OS Florida, Inc.

3. The directors of GATOA immediately prior to the effective time of the merger shall be, from and after the effective time of the merger, directors of the Surviving Corporation, and the officers of GATOA immediately prior to the effective time of the merger shall be the officers of the Surviving Corporation, in each case until their respective successors have been duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

4. At the effective time of the merger, (i) each share of GATOA common stock, par value \$1.00 per share, issued and outstanding immediately prior to the effective time of the merger shall be converted into and exchanged for one newly and validly issued, fully paid and nonassessable shares of common stock, par value \$1.00 per share, of the Surviving Corporation; (ii) each share of Gator capital stock that is held in the treasury of Gator immediately prior to the effective time of the merger shall be cancelled and extinguished without any conversion right thereof and no consideration shall be delivered or deliverable in exchange therefor; (iii) each share of Gator common stock, par value \$1.00 per share, issued and outstanding immediately prior to the effective time of the merger (other than any shares held in treasury of Gator) shall be converted into and represent the right to receive its pro rata share of the number of shares of the common stock of Outdoor Systems, Inc., \$.01 par value ("Outdoor Common Stock"), determined by dividing (a) the average closing price of Outdoor Common Stock on the New York Stock Exchange during the five (5) trading days prior to the first trading day before the date of closing of the merger (the "Closing Date"), into (b) the Merger Price. "Merger Price" means \$53,500,000, less (a) Gator's aggregate

indebtedness on the Closing Date, plus (b) Gator's net working capital, if positive or minus (c) Gator's net working capital, if negative.

5. GATOA and Gator agree that they will cause to be executed and filed and/or recorded any document or documents required by the laws of the State of Florida to be executed, filed and/or recorded by them, and that they will cause to be performed all acts necessary to consummate the merger.

6. The Board of Directors and the proper officers of GATOA and Gator, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

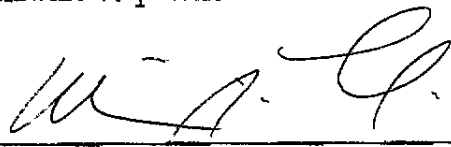
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first above written.

**GATOR OUTDOOR ADVERTISING,
INC.,** a Florida corporation

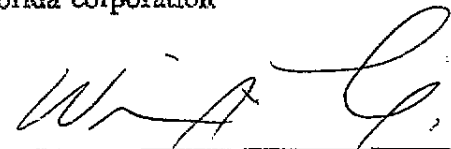
By _____
Name:
Title:

OUTDOOR SYSTEMS, INC.

a Delaware corporation

By 
William S. Levine, Chairman

GATOA, INC.,
a Florida corporation

By 
William S. Levine, President

As to Articles V, X, XI and XII only:

Peter D. Sleiman

Peter D. Sleiman, as Stockholder
Representative

Anthony T. Sleiman

Joseph E. Sleiman

Eli T. Sleiman, Jr.

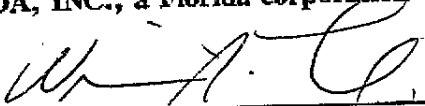
"Stockholders"

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of GATOA and Gator by their duly authorized officers as of this ___th day of May, 1998.

GATOR OUTDOOR ADVERTISING, INC.,
a Florida corporation

By: _____
Peter D. Sleiman, Chairman

GATOA, INC., a Florida corporation

By:  _____
William S. Levine, President