

J91488



ACCOUNT NO. : 072100000032

REFERENCE : 076584 4802844

AUTHORIZATION : Patricia Pujot

COST LIMIT : \$ 70.00

FILED  
98 DEC 28 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 1998

ORDER TIME : 1:17 PM

ORDER NO. : 076584-005

800002723678--7

CUSTOMER NO: 4802844

CUSTOMER: Karen Mcelligatt, Legal Asst  
Neal Gerber & Eisenberg  
Two North Lasalle Street  
Suite 2300  
Chicago, IL 60602

ARTICLES OF MERGER

EFFECTIVE DATE: DECEMBER 31, 1998

TICKETMASTER-FLORIDA  
MANAGEMENT CORPORATION

INTO

TICKETMASTER-FLORIDA, INC.

EFFECTIVE DATE

12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Merge 1

12-29-98

58 DEC 29 AM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TICKETMASTER-FLORIDA MANAGEMENT CORPORATION, a Florida  
corporation, K54678

INTO

**TICKETMASTER-FLORIDA, INC.**, a Florida corporation, J91488.

File date: December 28, 1998 , effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER  
OF  
TICKETMASTER-FLORIDA MANAGEMENT CORPORATION  
AND  
TICKETMASTER-FLORIDA, INC.

To the Department of State  
State of Florida

FILED  
98 DEC 28 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to provisions of the Florida Business Corporation Act (the "Act"), the domestic corporations named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is an Agreement and Plan of Merger for merging Ticketmaster-Florida Management Corporation into Ticketmaster-Florida, Inc. as approved and adopted by written consent of the sole shareholder of Ticketmaster-Florida Management Corporation on December 8, 1998, in accordance with the provisions of Section 607.0704 of the Act, and as approved and adopted by written consent of the sole shareholder of Ticketmaster-Florida, Inc. on December 8, 1998, in accordance with the provisions of Section 607.0704 of the Act.

2. Ticketmaster-Florida, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Act.

3. The effective time and date of the merger provided for herein shall be at the close of business on December 31, 1998.

EFFECTIVE DATE  
12-31-98

Executed on December 8, 1998.

TICKETMASTER-FLORIDA MANAGEMENT  
CORPORATION

By: 

Name: Norman J. Gantz  
Title: Secretary

TICKETMASTER-FLORIDA, INC.

By: 

Name: Norman J. Gantz  
Title: Secretary

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 17th day of December, 1998, by and among Ticketmaster-Florida, Inc., a Florida corporation (hereinafter sometimes referred to as "TM-F" or "Surviving Corporation"), and Ticketmaster-Florida Management Corporation, a Florida corporation (hereinafter sometimes referred to as "TM-FMC"), said corporations hereinafter sometimes referred to collectively as "Constituent Corporations".

### **W I T N E S S E T H:**

WHEREAS, TM-F is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, TM-F has an authorized capital stock of Two Thousand (2,000) shares of common stock, no par value and One Hundred Thousand (100,000) shares of preferred stock, no par value, of which Two Thousand (2,000) shares common stock are now issued and outstanding and no shares of preferred stock are now issued or outstanding; and

WHEREAS, TM-FMC is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, TM-FMC has an authorized capital stock of Two Thousand (2,000) shares of common stock and One Hundred Thousand (100,000) shares of preferred stock, no par value, of which Two Thousand (2,000) shares common stock are now issued and outstanding; and

WHEREAS, TM-F is a wholly owned subsidiary of TM-FMC; and

WHEREAS, the respective boards of directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of Constituent Corporations and their respective shareholders that TM-FMC be merged into the Surviving Corporation, effective as of the close of business on December 31, 1998; and

WHEREAS, the respective boards of directors and shareholders of the Constituent Corporations have each approved this Agreement and Plan of Merger in its entirety.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, TM-FMC and the Surviving Corporation do hereby agree each with the other, as follows:

1. Preamble: All of the foregoing preamble is hereby made an integral part hereof as though set forth at length herein.

2. Terms of Merger: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C):

A. TM-FMC shall be, and hereby is, merged into the Surviving Corporation, all in accordance with the applicable provisions of the laws of the State of Florida. The name of the Surviving Corporation shall be "TICKETMASTER-FLORIDA, INC.", and it is and shall remain governed by the laws of the State of Florida.

B. The separate existence of TM-FMC shall cease, except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

C. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of 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; and the title to all real estate, or any interest therein, vested in any of the Constituent Corporations shall not otherwise revert or be in any way impaired by reason of the merger.

D. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger.

3. Capital Structure of Surviving Corporation and Basis of Exchange: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), and without any action on the part of the holder thereof the capital structure of the Surviving Corporation shall be as follows:

A. Each share of TM-FMC common stock outstanding immediately prior to the time the merger becomes effective shall be converted into and exchanged for one fully paid and nonassessable share of common stock, no par value, of the Surviving Corporation.

B. Each share of TM-F common stock outstanding immediately prior to the time the merger becomes effective shall be cancelled and retired.

4. Surviving Corporation:

A. Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), the Articles of Incorporation of TM-F in force at the effective date of the merger shall remain and be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended as provided by law. Said merger shall effect no change in the Surviving Corporation's by-laws.

B. The Surviving Corporation shall be and remain governed by the laws of the State of Florida.

C. The registered office of the Surviving Corporation in the State of Florida shall be located at 1201 Hays Street, Suite 105, Tallahassee, FL 32301 and its Registered Agent at said address shall be The Prentice-Hall Corporation.

D. The persons who are respectively the officers and directors of TM-F on the effective date of the merger shall be and remain and continue to be the respective officers and directors of the Surviving Corporation; such officers and directors shall hold office at the pleasure of the board of directors and/or until the first annual meeting of the shareholders of the Surviving Corporation after the effective date of the merger, as the case may be, and until their respective successors are elected or appointed in the manner provided in the by-laws of the Surviving Corporation.

5. Manner of Approval and Effective Date:

A. Each of the Constituent Corporations have taken, or caused to be taken, all actions, and have done, or caused to be done, all things necessary, proper, and advisable, under the laws of the State of Florida to consummate and make effective the merger, and, to that end, have submitted this Agreement and Plan of Merger to their respective directors and shareholders for approval and consent as provided by law, and have received on the date of this Agreement and Plan of Merger, the unanimous vote, consent, and approval in writing of their respective directors and shareholders in favor of this Agreement and Plan of Merger, and to the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of each of the Constituent Corporations, all without further action by either directors or shareholders.

B. Based upon and following the said approval and consent to this Agreement and Plan of Merger by the directors and shareholders of the Constituent Corporations, said Corporations acting through their appropriate officers shall cause this Agreement and Plan of Merger and the Certificate or Articles of Merger, as applicable, as required by the law of the State of Florida, to be executed and filed with the Secretary of State of the State of Florida.

C. The merger shall become effective as of the close of business on December 31, 1998.

6. Miscellaneous:

A. The Surviving Corporation shall pay all expenses in connection with the filing of the Certificate or Articles of Merger, as applicable, provided for herein.

B. If, at any time, the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary, required, or desirable to vest or to perfect or to convert of record in the Surviving Corporation the title to any property or rights of TM-FMC, or to otherwise carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of TM-FMC, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary, required, or proper to vest, perfect, or convert title and ownership to such property or rights in the Surviving Corporation, and otherwise carry out the provisions of this Agreement and Plan of Merger.

C. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions by their respective boards of directors, at any time prior to the effective date of merger.

D. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

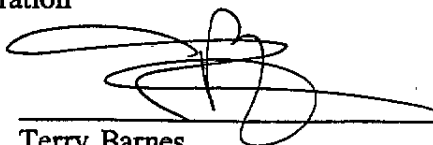
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IN WITNESS WHEREOF, TICKETMASTER-FLORIDA, INC. and  
TICKETMASTER-FLORIDA MANAGEMENT CORPORATION, pursuant to the authority  
given by their respective boards of directors and shareholders, have each caused this Agreement  
and Plan of Merger to be signed by an authorized officer and attested to, all as of the day and  
year first above written.

TICKETMASTER-FLORIDA INC., a Florida  
corporation

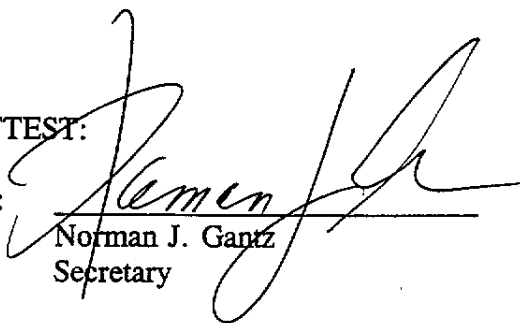
By:



Terry Barnes  
President

ATTEST:

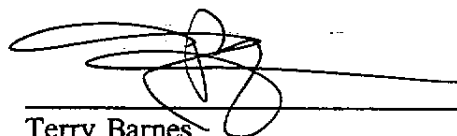
By:



Norman J. Gantz  
Secretary

TICKETMASTER-FLORIDA MANAGEMENT  
CORPORATION, a Florida corporation

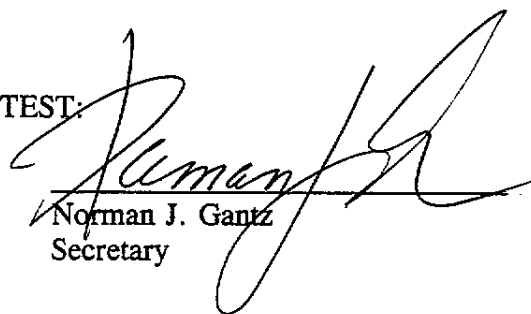
By:



Terry Barnes  
President

ATTEST:

By:



Norman J. Gantz  
Secretary