

K85515



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

628668

000002355270--6
-11/24/97-01056-006
*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

CPN Television Inc.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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 checked="" 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 type="checkbox"/>	Other

Ordered By: _____

Date: _____

OK per S.P.

FILED
97 NOV 24 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
97 NOV 24 AM 11:33
DEPT. OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

11/24
Tom
Meyer

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CPN/CYPRESS PRODUCTIONS, INC., a Florida corporation, P93000023370

INTO

CPN TELEVISION, INC., a Florida corporation, K85515.

File date: November 24, 1997

Corporate Specialist: Joy Moon-French

FILED

97 NOV 24 PM 2:03

ARTICLES OF MERGER
OF
CPN TELEVISION, INC., Florida corporation
and
CPN/CYPRESS PRODUCTIONS, INC.
a Florida corporation

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the merger and these Articles of Merger are CPN TELEVISION, INC., a Florida corporation, (the "Surviving Corporation") and CPN/CYPRESS PRODUCTIONS, INC., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the merger is CPN TELEVISION, INC., a Florida corporation.

ARTICLE III. Plan of Merger. The Plan of Merger is as follows (the "Plan of Merger").

A. Plan of Merger. On the Effective Date of the merger specified herein, the Merged Corporation shall merge with and into the Surviving Corporation in accordance with the merger laws of the State of Florida. The Surviving Corporation shall continue to exist under the laws of the State of Florida and the separate existence of the Merged Corporation shall terminate on the Effective Date of the merger.

B. Articles of Incorporation; Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation shall not be changed by virtue of the merger and shall continue in full force and effect on and after the Effective Date of the merger until amended and changed in accordance with the Articles of Incorporation, the Bylaws and the applicable provisions of the Florida Business Corporation Act.

C. Effective Date of the Merger. The date the merger shall become effective shall be the date on which these Articles of Merger are duly filed with the Florida Secretary of State (the "Effective Date"); provided, however, the effective date for

accounting and tax purposes shall be as of the close of business on November 26, 1997. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate the merger.

D. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all 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 such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

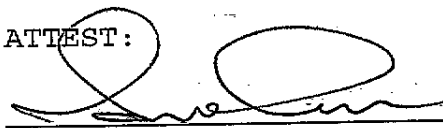
E. Exchange of Shares. On the Effective Date of the merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the sole shareholder of the Merged Corporation owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the sole shareholder and the sole member of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the


laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 20th day of November, 1997.

ATTEST:

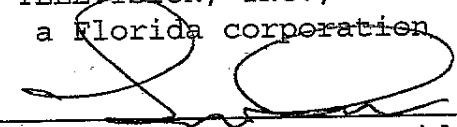

STUART W. ARNOLD, Secretary
(CORPORATE SEAL)

ATTEST:


STUART W. ARNOLD, Secretary
121815


CPN TELEVISION, INC.,
a Florida corporation

By:


STUART W. ARNOLD, President

CPN/CYPRESS PRODUCTIONS, INC.
a Florida corporation

By:


STUART W. ARNOLD, President