

L61982

CORPORATION(S) NAME

WMG Broker Inc. Merging Into: W M G, Inc.

0

FILED
2001 DEC - 6 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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 Verifier _____
 W.P. Verifier _____

12/6/01

Order#: 4962416

EFFECTIVE DATE
01-01-02

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Amount: \$

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C. Coulliette DEC 06 2001

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*****8.75 *****8.75

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

WMG BROKER, INC., a Florida corporation, L61982

INTO

WMG, INC., an Ohio entity not qualified in Florida

File date: December 6, 2001, effective January 1, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
W M G, INC.	OHIO

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
W M G BROKER, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached. as Exhibit A.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 01 / 01 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 3, 2001 and shareholder approval was not required.

EFFECTIVE DATE
01-01-02

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 3, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, executed this ~~14th~~ day of December, 2001, by and between W M G, INC., an Ohio business corporation (hereinafter sometimes called "Survivor"), and W M G BROKER, INC., a Florida business corporation ("WMG Broker"), (WMG Broker is hereinafter sometimes called "Merging Corporation"). Survivor and the Merging Corporation are herein sometimes collectively called the "Constituent Corporations".

BACKGROUND OF AGREEMENT

Survivor is a business corporation organized under the laws of the State of Ohio. Its Articles of Incorporation were filed in the office of the Secretary of State of the State of Ohio on August 14, 2001, charter number 1246597. It has an authorized capital of 1,500 common shares, without par value ("Survivor Common Stock"), of which 100 shares are now issued and outstanding.

WMG Broker is a business corporation organized under the laws of the State of Florida. Its Articles of Incorporation were filed in the office of the Secretary of State of Florida on March 30, 1990, entity number L61982. It has an authorized capitalization of 1,000 common shares, \$1.00 par value per share, of which 1,000 shares are now issued and outstanding.

All of the issued and outstanding shares of the Constituent Corporations are owned by the same shareholder.

The Board of Directors of each of the Constituent Corporations have determined that a merger (the "Merger") of the Merging Corporation into Survivor is in the best interests of each of the parties hereto, and such parties desire to herein set forth their agreement respecting the Merger.

NOW, THEREFORE, the parties hereto, by and between their respective Boards of Directors, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Constituent Corporations shall be merged into a single corporation in accordance with the applicable provisions of the Ohio General Corporation Law (Chapter 1701 of the Ohio Revised Code) and the Florida General Corporation Act (Chapter 607 of the Florida Statutes) by the Merging Corporation merging into Survivor, the surviving corporation. The separate existence of the Merging Corporation will cease upon the Effective Date of the Merger (as hereinafter defined in Section 4), and Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits, franchises, patents, trademarks, registrations, and purposes of each of the Constituent Corporations, both of a public and private nature, and all of their properties, real and personal, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the Merger shall be vested, or continued to be vested, in Survivor without further act or deed. All of the rights of creditors and liens upon the properties of the Merging Corporation shall be preserved and unimpaired and the Merging Corporation shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions, and duties, including, but not limited to guarantees and suretyships, of the Merging Corporation shall attach to Survivor and be enforceable against Survivor to the same extent as if they had been incurred by it.

2. ARTICLES, CODE OF REGULATIONS, DIRECTORS, AND OFFICERS

2.1 Articles of Incorporation

The Articles of Incorporation of W M G, INC., an Ohio corporation, as in effect on the Effective Date of the merger shall continue in full force and effect unless and until subsequently amended as the Articles of Incorporation of the corporation surviving this Merger.

2.2 Code of Regulations

The Code of Regulations of W M G, INC., an Ohio corporation, as in effect on the Effective Date of the Merger shall continue in full force and effect, unless and until subsequently amended, as the Code of Regulations of the corporation surviving this Merger.

2.3 Directors and Officers

The Directors of W M G, INC., an Ohio corporation, in office on the Effective Date of the Merger shall be the Directors of the Survivor until their successors have been duly elected and qualified.

The Officers of W M G, INC., an Ohio corporation, in office on the Effective Date of the Merger shall be the Officers of the Survivor until their successors have been duly elected and qualified.

3. STATUS OF OUTSTANDING CAPITAL STOCK

3.1 Survivor Common Stock

Each share of Survivor Common Stock outstanding immediately prior to the Effective Date shall be unchanged as a result of the Merger and shall remain one outstanding share of Survivor Common Stock after the Merger.

3.2 WMG Broker Common Stock

Each share of WMG Broker Common Stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any further action on the part of the holder thereof or any person, be cancelled, and no shares of Survivor Common Stock or other securities of Survivor shall be issued in respect thereof.

4. EFFECTIVE DATE

The Board of Directors of each of the Constituent Corporations shall take all action necessary in order that the Merger provided for herein shall be effective pursuant to the laws of the State of Florida and the State of Ohio. The Effective Date of this Merger shall be January 1, 2002; provided, however, that, notwithstanding such Effective Date, the effective date of this Merger for all accounting purposes shall be as of the close of business on December 31, 2001.

5. SERVICE OF PROCESS AND RIGHTS OF DISSENTING SHAREHOLDERS OF WMG BROKER

The Survivor hereby agrees and gives its consent that (a) it may be sued and served with process in the State of Florida in any proceeding for the enforcement of any obligation of WMG Broker or in respect of the rights of a dissenting shareholder of WMG Broker; (b) the Secretary of State of Florida is irrevocably appointed as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Survivor any obligation of WMG Broker; and (c) it will promptly pay to dissenting shareholders, if any, of WMG Broker the amount, if any, to which they shall be entitled pursuant to Section 607.1302 of the Florida Statutes.

7. ADDITIONAL DOCUMENTS

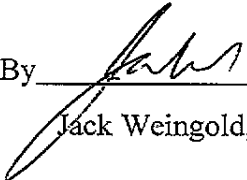
The Merging Corporation hereby agrees, from time to time and at any time, before or after the Effective Date of the Merger as and when requested by Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken all such further or other action, as Survivor may deem necessary or desirable in order to vest in and to confirm to Survivor title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of, or as a result of, the Merger provided for herein, and otherwise to carry out the intent and purposes hereof.

9. TERMINATION

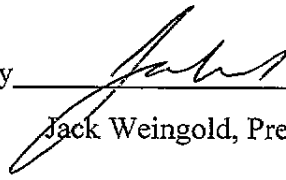
Notwithstanding anything contained herein to the contrary, this Agreement and the Merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President of each of the Constituent Corporations, all as of the day and year first written.

W M G, INC.

By  _____
Jack Weingold, President

W M G BROKER, INC.

By  _____
Jack Weingold, President