

m72801



ACCOUNT NO. : 072100000032
REFERENCE : 294413 4301811
AUTHORIZATION : Patricia Pyjunt
COST LIMIT : \$ 70.00

ORDER DATE : July 1, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 294413-005

900002921749--5

CUSTOMER NO: 4301811

CUSTOMER: Frank Lewandoski, Legal Asst
Phillips, Nizer, Benjamin,
666 Fifth Avenue

New York, NY 10103

RECEIVED

99 JUL -1 PM 3:53

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

CASTOR ADVERTISING CORP.

INTO

CASTOR ADVERTISING FLORIDA
CORP.

99 JUL -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

merge

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CASTOR ADVERTISING CORP., a nonqualified New York corp

INTO

CASTOR ADVERTISING FLORIDA CORP., a Florida corporation, M72801.

File date: July 1, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

FILED

99 JUL -1 PM 4: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CASTOR ADVERTISING CORP.
a New York Corporation
("CASTOR NEW YORK")

AND

CASTOR ADVERTISING FLORIDA CORP.
a Florida Corporation
("CASTOR FLORIDA")

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Castor New York with and into Castor Florida.

2. The merger of Castor New York with and into Castor Florida is permitted by the laws of the jurisdiction of organization of Castor New York and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Castor New York was June 30, 1999.

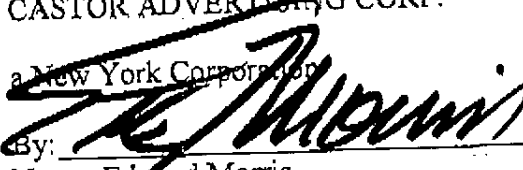
3. The shareholders of Castor Florida entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on June 30, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

The effective time and date of the merger herein provided for in the State of Florida shall be 9 a.m. on July 1, 1999.

Executed on June 30, 1999

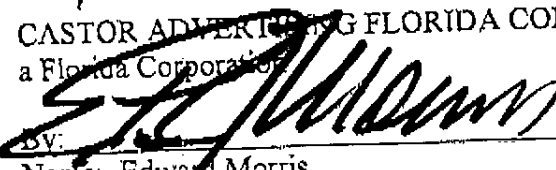
CASTOR ADVERTISING CORP.

a New York Corporation

By: 
Name: Edward Morris
Capacity: Vice-President

CASTOR ADVERTISING FLORIDA CORP.

a Florida Corporation

By: 
Name: Edward Morris
Capacity: Vice-President

PLAN OF MERGER adopted for Castor Advertising Corp. ("Castor New York"), a business corporation organized under the laws of the State of New York, by resolution of its Board of Directors on June 30, 1999, and adopted for Castor Advertising Florida Corp. ("Castor Florida"), a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 30, 1999. The names of the corporations planning to merge are Castor New York, a business corporation organized under the laws of the State of New York, and Castor Florida, business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Castor New York plans to merge is Castor Florida.

1. Castor New York and Castor Florida, shall, pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Castor Florida, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Castor New York, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one (1) share 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 at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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 or of the merger herein provided for.