

SMITH SAUER & DEMARIA

ATTORNEYS AT LAW

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Gulf Coast Audio Visual Producers, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Merger for the above corporation. Also enclosed is a check in the amount of \$35.00. Please file the original and return the copy date-stamped as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,



Brian Stamper
Legal Assistant to
G. Thomas Smith

/bs
enclosures

M95513

December 28, 2000

FILED
00 DEC 29 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-2000

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-12/29/00--01060--008
*****35.00 *****35.00

Merger
1-9-01
6

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUDIO VISUAL PRODUCERS, INC., an Alabama corporation, not qualified in
Florida

INTO

GULF COAST AUDIO VISUAL PRODUCERS, INC., a Florida entity, M95513.

File date: December 29, 2000 , effective December 31, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

FILED

00 DEC 29 PM 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The undersigned corporations, being validly and legally formed under the laws of the State of Florida and the State of Alabama, have adopted an Agreement and Plan of Merger.
- II. The name of the surviving corporation is Gulf Coast Audio Visual Producers, Inc.
- III. The Agreement and Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101-607.1106 of the Florida Statutes (1995).
- IV. The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER

EFFECTIVE DATE

12-31-2000

THIS AGREEMENT is made this 28th day of December, 2000, by and between Audio Visual Producers, Inc., an Alabama corporation and Gulf Coast Audio Visual Producers, Inc., a Florida corporation, authorized to do business in Alabama, collectively referred to as "constituent corporations".

RECITAL

The respective Boards of Directors of the constituent corporations deem it advisable that Audio Visual Producers, Inc., ("the disappearing corporation"), be merged into Gulf Coast Audio Visual Producers, Inc., ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607;

NOW THEREFORE, in consideration of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge.

1. AGREEMENT TO MERGE. The corporations shall be merged into the surviving corporation.
2. NAME OF MERGED CORPORATION. The name of the surviving corporation shall be Gulf Coast Audio Visual Producers, Inc.
3. OFFICE LOCATION OF SURVIVING CORPORATION. The principal office of the surviving corporation is to be located at 19 West Garden Street, Pensacola, FL 32501.
4. PURPOSES OF SURVIVING CORPORATION. The purpose of the surviving corporation is (1) to purchase, lease, produce, sell and otherwise deal in and with apparatus, cameras, projectors, equipment and any other articles useful or appropriate in the production, use or disposition of films, pictures, television and similar uses; and (2) to engage in the transaction of any or all lawful

business for which corporations may be incorporated under the provisions of the Florida General Corporations Act.

5. AUTHORIZED SHARES OF SURVIVING CORPORATION. The present number of shares which the disappearing corporation is authorized to issue is 10,000 shares of \$1.00 par common stock. The present number of shares which the surviving corporation is authorized to issue is 50,000 shares each of \$1.00 par value common stock. The total number of shares of capital stock which are to be issued by the surviving corporation from and after the effective date of this merger is 2,250 shares of common stock having a par value of \$1.00 per share.

6. FIRST DIRECTORS. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. NAME AND ADDRESS OF AGENT OF CORPORATION. Charles W. Edwards, of 19 West Garden Street, Pensacola, FL 32501, shall be, and is hereby, appointed Resident Agent; the person on whom process, tax notices, and demands against said Gulf Coast Audio Visual Producers, Inc., or either of the constituent corporations, may be served.

8. MODE OF EFFECTING MERGER. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificates representing 2,250 shares in the disappearing corporation to the surviving corporation. Upon surrender to the surviving corporation of the certificates for outstanding shares of the disappearing corporation, there shall be issued to the shareholders, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the following numbers:

<u>Shareholders</u>	<u>Shares</u>
Charles W. Edwards	2,250

9. REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION: POOLING OF INTEREST. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate state capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving

corporation, until amended as provided by law.

11. BYLAWS. The bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

12. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. EFFECTIVE DATE OF AGREEMENT. This Agreement shall become effective on December 31, 2000. The term "effective date", wherever used in this Agreement shall mean the effective date herein described.

14. DIRECTORS' RIGHT TO ABANDON MERGER. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

- V. No changes in the Articles of Incorporation of the surviving corporation have been made.
- VI. This Agreement and Plan of Merger was adopted by the Shareholders of Gulf Coast Audio Visual Producers, Inc., on December 28, 2000.
- VII. This Agreement and Plan of Merger was adopted by the Shareholders of Audio Visual Producers, Inc., on December 28, 2000.

Dated - December 28, 2000.

Gulf Coast Audio Visual Producers, Inc.

By:



Charles W. Edwards, President

(SEAL)





Attest: Charles W. Edwards
Secretary

Audio Visual Producers, Inc.

By: Charles W. Edwards
Charles W. Edwards, President

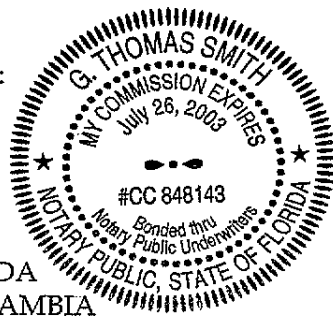
(SEAL)

Attest: Charles W. Edwards
Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me this 25th day of December, 2000, by Charles W. Edwards as President and Secretary of Gulf Coast Audio Visual Producers, Inc., a Florida corporation, on behalf of the corporation.

NOTARY STAMP:



G. Thomas Smith
NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me this 28th day of December, 2000, by Charles W. Edwards as President and Secretary of Audio Visual Producers, Inc., an Alabama corporation, on behalf of the corporation.

NOTARY STAMP:



G. Thomas Smith
NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires: