

P01000029551

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent

FILED  
2002 MAY -3 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Audio Icons, Inc. P01-29551  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 5/3

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02 MAY -3 AM 11:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

☐ Mail Out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

300005450253--6  
-05/03/02--01063--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

300005450253--6  
-05/03/02--01063--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Examiner's Initials

CR2E031(7/97).

C. Coulllette MAY 03 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AUDIO ICONS INC., a Florida corporation, P01000029551

INTO

**AUDIO ICONS OF NEW YORK, INC..** a New York entity not qualified in Florida

File date: May 3, 2002

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

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>
Audio Icons of New York, Inc.	New York

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Audio Icons Inc.	Florida

**Third:** The Plan of Merger is attached.

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


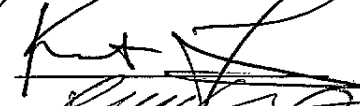
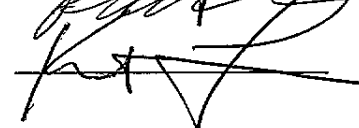
**Fifth:** Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 1, 2002.

**Sixth:** Adoption of Merger by merging corporation

The Plan of Merger was adopted by the shareholders of the merging corporation on March 1, 2002.

**Seventh:** SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Audio Icons of New York, Inc.		Peppy Castro, President
Audio Icons of New York, Inc.		Kenneth M. Lubin, Secretary
Audio Icons Inc.		Kenneth M. Lubin, President and Secretary

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## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Audio Icons of New York, Inc.	New York

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Audio Icons Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

The shares of Audio Icons of New York, Inc. and Audio Icons Inc. shall be exchanged on a 1:1 ratio.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of Audio Icons of New York, Inc. and Audio Icons Inc. shall be exchanged on a 1:1 ratio.