

PO1000033735
 CORPORATION
 CORPORATION(S) NAME
 FILED
 02 FEB -1 PM 4:09
 TALLAHASSEE, FLORIDA

AV Books, Inc.

0

Merger

RECEIVED
 02 FEB -1 PM 12:58
 DIVISION OF CORPORATION

- | | | |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <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 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 | | |

Name
 Availability 2/1/02
 Document
 Examiner *ASR*
 Updater *ASR*
 Verifier
 W.P. Verifier

2/1/02

File 1st

Order#: 5095202

900004853739--4
 -02/01/02--01055--026

Ref#:

*****70.00 *****70.00

Amount: \$

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

AV BOOKS, INC., a Florida corporation P01000033735

INTO

AV BOOKS, INC., a Delaware entity not qualified in Florida.

File date: February 1, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

AV BOOKS, INC.
a Florida corporation

INTO

AV BOOKS, INC.
a Delaware corporation

FILED
02 FEB -1 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101 and 607.1105, F.S.

First: The surviving corporation is AV BOOKS, INC., a Delaware corporation.

Second: The merging corporation is AV BOOKS, INC., a Florida corporation.

Third: Attached hereto as Exhibit A is the Plan of Merger.

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

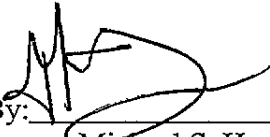
Fifth: The Plan of Merger was adopted by the unanimous written consent of the board of directors of AV BOOKS, INC., a Delaware corporation, on January 31, 2002. Shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the unanimous written consent of the board of directors of AV BOOKS, INC., a Florida corporation, on January 31, 2002. The Shareholders unanimously approved the Plan of Merger by written consent on January 31, 2002.

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IN WITNESS WHEREOF, the undersigned being duly authorized officers of AV BOOKS, INC., a Delaware corporation and AV BOOKS, INC., a Florida corporation, hereby certify that the facts hereinabove stated are truly set forth, and accordingly, execute this Articles of Merger this 31 day of January, 2002.

AV BOOKS, INC.
a Delaware corporation

By: 
Michael S. Hay
Vice President

AV BOOKS, INC.
a Florida corporation


By: 
Michael S. Hay
Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

**AV BOOKS, INC.
(a Florida corporation)**

INTO

**AV BOOKS, INC.
(a Delaware corporation)**

* * * * *

THIS AGREEMENT AND PLAN OF MERGER, dated this 31st, day of January, 2002, pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 607.1101 of the Florida Business Corporation Act, between AV BOOKS, INC. ("AV-FL"), a Florida corporation and AV BOOKS, INC. ("AV-DE"), a Delaware corporation.

WITNESSETH that:

WHEREAS, AV-FL and AV-DE desire to merge into a single corporation; and

NOW THEREFORE, AV-FL and AV-DE, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: AV-DE hereby merges into itself AV-FL, and said AV-FL shall be and hereby merged into AV-DE, and AV-DE shall be the surviving corporation.

SECOND: The certificate of incorporation of AV-DE as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of AV-DE.

THIRD: The name of the surviving corporation shall remain "AV BOOKS, INC."

FOURTH: The terms and conditions of the proposed merger are as follows: Upon the Effective Date (as defined below), each issued and outstanding share of the common stock, par value \$0.01 per share, of AV-FL as of such date shall be converted into and exchanged for one (1) share of the common stock, par value \$0.01 per share, of AV-DE (the surviving corporation) and the separate legal existence of AV-FL shall thereafter cease and terminate.

FIFTH: The directors and officers of AV-DE shall remain and be the directors and officers of the surviving corporation until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

SIXTH: There will be no amendments or changes in or to the bylaws of the surviving corporation in connection with the Merger until the same shall be altered, amended and repealed as therein provided.

SEVENTH: This Agreement of Merger shall become effective upon the effectiveness of the Certificate of Merger to be filed in connection with the Merger with the Secretary of State of the State of Delaware and the Florida Department of State, in substantially the form attached hereto as Exhibit A (the "**Effective Date**").

EIGHTH: The Merger shall have the effects set forth herein and as provided in the DGCL. Without limiting the generality of the foregoing, and subject thereto, on and as of the Effective Date, all assets, properties, rights, privileges, powers and franchises of AV-FL shall vest in AV-DE, and all debts, liabilities and duties of AV-FL shall become debts, liabilities and duties of AV-DE.

NINTH: This Agreement of Merger was duly adopted and approved by the Boards of Directors of AV-DE and AV-FL, respectively, on January 31, 2002 and each such Board of Directors recommended adoption of the foregoing Agreement of Merger to the stockholders of each of AV-DE and AV-FL. This Agreement of Merger was approved by the stockholders of AV-DE and AV-FL, by execution of written consents in lieu of stockholder meetings, each dated as of January 31, 2002. This Agreement of Merger is submitted in compliance with Section 252 of the DGCL and Section 607.1101 of the Florida Business Corporation Act.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger as of the dates set forth below.

MERGING CORPORATION:

Dated as of: January 31, 2002

AV BOOKS, INC.
a Florida corporation


By: 

Michael S. Hay
Vice President

SURVIVING CORPORATION:

Dated as of: January 31, 2002

AV BOOKS, INC.
a Delaware corporation

By: 

Michael S. Hay
Vice President