

P01000085413

Florida Department of State
Division of Corporations
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From:

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MERGER OR SHARE EXCHANGE
BLOUNT COMMUNICATIONS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

BLOUNT COMMUNICATIONS CORPORATION, a New York corporation not
qualified to transact business in the State of Florida

INTO

BLOUNT COMMUNICATIONS CORPORATION, a Florida entity,
P01000085413

File date: April 21, 2003

Corporate Specialist: Darlene Connell

(H030001289906)

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>	<u>Document Number</u> (If known/applicable)
Blount Communications Corporation	Florida	PO1000085413

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Blount Communications Corporation	New York	

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 board of directors of the surviving corporation on March 25, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 25, 2003 and shareholder approval was not required.

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Seventh The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Eighth : SIGNATURE(S) FOR EACH PARTY:

(Note: Please see Instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
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Blount Communications Corporation		Gregory James Blount
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Blount Communications Corporation		Gregory James Blount
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(Attach Additional Sheet(s) if necessary)

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PLAN OF MERGER
(Non Subsidiaries)

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>
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Blount Communications Corporation	Florida
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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Blount Communications Corporation	New York
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Third: The terms and conditions of the merger are as follows:

The New York entity shall be merged into the Florida entity in its entirety, including all assets and liabilities. Upon completion of the merger, the New York entity will cease its operations.

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 of each corporation into 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:

Each shareholder in the New York entity shall be given shares in the Florida entity exactly equivalent to the shares it held in the New York entity. All shareholder rights shall remain the same in the Florida entity as they existed in the New York entity.

(Attach additional sheets if necessary)

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APR-21-2003 10:48 FROM:BARITZ & COLMAN

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TO: 18502050380

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

No amendments needed.

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

None

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