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MERGER OR SHARE EXCHANGE

DISTRIBUTION VIDEO & AUDIO, INC.

EFFECTIVE DATE

Dec. 31, 2006

Certificate of Status	1
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**EFFECTIVE DATE**

Dec. 31, 2006

NO. 895

P. 8

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA

ARTICLES OF MERGER  
OF

DISTRIBUTION VIDEO & AUDIO, INC., a Delaware corporation  
INTO  
DISTRIBUTION VIDEO & AUDIO, INC., a Florida corporation

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was approved and adopted by the directors and majority shareholders of DISTRIBUTION VIDEO & AUDIO, INC., a Florida corporation (the "Surviving Corporation"), on December 28, 2006, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the directors and majority shareholders of DISTRIBUTION VIDEO & AUDIO, INC., a Delaware corporation (the "Merging Corporation"), on December 28, 2006 in accordance with the applicable provisions of Title 8, Section 252, Delaware General Corporation Law.

SECOND: The effective date of these Articles of Merger shall be 5:00 p.m., December 31, 2006 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 1,082,942 shares of common stock of the Surviving Corporation owned by the shareholders shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

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These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes, and Title 8, Section 252, Delaware General Corporation Law.

Signed this 28<sup>th</sup> day of December, 2006.

**SURVIVING CORPORATION:**

DISTRIBUTION VIDEO & AUDIO, INC.,  
a Florida corporation

By: 

Brad Kugler, President

**MERGING CORPORATION:**

DISTRIBUTION VIDEO & AUDIO, INC.,  
a Delaware corporation

By: 

Brad Kugler, President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 31<sup>st</sup> day of December, 2006, and shall be effective as of December 31, 2006, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

**I - SURVIVING CORPORATION**

DISTRIBUTION VIDEO & AUDIO, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: December 29, 2006

**II - MERGED CORPORATION**

DISTRIBUTION VIDEO & AUDIO, INC., a Delaware corporation ("Merged Corporation").

Date of incorporation: November 30, 1999

**W I T N E S S E T H:**

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Delaware. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same stockholders.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the Stockholders of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

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WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of Delaware;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholders</u>	<u>Shares Held</u>
DISTRIBUTION VIDEO & AUDIO, INC., a Delaware corporation	Brad Kugler	442,000
	Ryan Kugler	442,000
	Venkata Kollipara	66,666
	Wilshire Partners, LLC	66,000
	Andrew Johnson	45,500
	Thomas A. Wright	9,735
	Majul Enterprises, Inc.	8,200
	Nancy Frisch	2,841
DISTRIBUTION VIDEO & AUDIO, INC., a Florida corporation	Brad Kugler	442,000
	Ryan Kugler	442,000
	Venkata Kollipara	66,666
	Wilshire Partners, LLC	66,000
	Andrew Johnson	45,500
	Thomas A. Wright	9,735
	Majul Enterprises, Inc.	8,200
	Nancy Frisch	2,841

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, and in accordance with Title 8, Section 252 of the Delaware General Corporation Law of the State of Delaware that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

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ARTICLE I  
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II  
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be DISTRIBUTION VIDEO & AUDIO, INC. The Articles of Incorporation of the Surviving Corporation as amended herein, shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III  
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

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ARTICLE IV  
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: Brad Kugler  
Ryan Kugler  
Benjamin R. Kugler  
Andrew Johnson

Officers:	Brad Kugler	President/CEO
	Ryan Kugler	Secretary

ARTICLE V  
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI  
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF  
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on December 28, 2006.

ARTICLE VII  
APPROVAL OF MERGER BY STOCKHOLDERS AND SOLE DIRECTOR OF  
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and sole director of the Merged Corporation, as provided by Title 8, Section 252 of the Delaware General Corporation Law of the State of Delaware, on December 28, 2006.


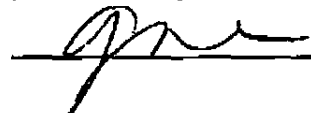
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**ARTICLE VIII**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective as of 12/31, 2006, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida and shall be effective for purposes of Title 8, Section 252 of the Delaware General Corporation Law of the State of Delaware on the date this Agreement is filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

**WITNESSES:**

  
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\_\_\_\_\_

  
\_\_\_\_\_  
  
\_\_\_\_\_

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**SURVIVING CORPORATION:**

DISTRIBUTION VIDEO & AUDIO, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Brad Kugler, President

**MERGED CORPORATION:**

DISTRIBUTION VIDEO & AUDIO, INC.,  
a Delaware corporation

By:   
\_\_\_\_\_  
Brad Kugler, President