

UCC SERVICE

FAX: 850-360-1111

Dec 17 2004 16:41

P.01

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000246424 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850)681-6528
Fax Number : (850)681-6011

1-1-05

RECEIVED
04 DEC 16 PM 4:48
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Record Town, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

FILED
04 DEC 15 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Please date as of yesterday 12-15-04.

12/17/04 DC

Mirrer

ARTICLES OF MERGER

-of-

SPEC'S MUSIC, INC.

-into-

RECORD TOWN, INC.

Under Section 607.1105 of the Business Corporation Act

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

1. The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------|---------------------|------------------------|
| Record Town, Inc. | New York | P10117 |

2. The name and jurisdiction of the merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------|---------------------|------------------------|
| Spec's Music, Inc. | Florida | 358106 |

3. The Plan of Merger is attached.

4. The merger shall be effective on January 1, 2005.

5. Pursuant to Section 607.1104 of the Business Corporation Act, the Plan of Merger was adopted by the Board of Directors of Record Town, Inc., the surviving parent corporation and sole shareholder of Spec's Music, Inc., at a meeting of the Board on November 20, 2003, and shareholder approval was not required.

FILED
04 DEC 15 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
1-1-05

6. Signatures for each Corporation:

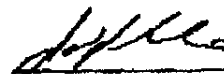
RECORD TOWN, INC.

By:


David J. Biese
Vice President of Finance

SPEC'S MUSIC, INC.

By:


John J. Sullivan
Executive Vice President

PLAN OF MERGER**-of-****SPEC'S MUSIC, INC.****-into-****RECORD TOWN, INC.**

The undersigned hereby certifies that the Board of Directors of Record Town, Inc., a New York corporation ("RTI") has adopted the following Plan of Merger under Section 905 of the New York Business Corporation Law and Section 607.1104 of the Florida Business Corporation Act, pursuant to which Spec's Music, Inc., a Florida corporation ("SMI"), shall be merged into its parent, RTI, under the following terms and conditions:

1. The name of the corporation to be merged is Spec's Music, Inc. The name of the surviving corporation is Record Town, Inc.
2. There are 100 hundred (100) shares of common stock, with a par value of \$.01 per share, outstanding of SMI, all of which are voting shares, and all of which are owned by RTI, as the sole shareholder. The number of such outstanding shares is not subject to change prior to the effective date of the merger.
3. Upon the merger of SMI into RTI, all of the outstanding shares of stock of SMI shall be surrendered and cancelled, and no additional shares of stock of RTI shall be issued in connection with this merger.
4. The merger shall be effective on January 1, 2005.
5. There are no shareholders of SMI other than RTI. Accordingly, there are no other shareholders of SMI who are entitled to appraisal rights under Section 607.1302

of the Florida Business Corporation Act; and there are no other shareholders of SMI to whom notice of appraisal rights needed to be mailed under Section 607.1320 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, this Plan of Merger has been signed on the 9th day of December, 2004.

RECORD TOWN, INC.

By: _____


David J. Biese
Vice President, Finance