

**P22886**

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**YAMAHA MUSIC LATIN AMERICA CORP.,** a Florida corporation, K26358

**INTO**

**YAMAHA CORPORATION OF AMERICA,** a California corporation, P22886

File date: October 22, 1997, effective October 31, 1997

Corporate Specialist: Joy Moon-French

CONTACT: \_\_\_\_\_

OFFICE USE ONLY (Document #)

61941

P22886

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

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

1 Yamaha Music Latin American Corp.  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #) 100002321401--7  
-00/15/97--01001--018  
\*\*\*\*122.50 \*\*\*\*122.50

3 Please note effective date  
(Corporation Name) (Document #)

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

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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

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☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS
<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input checked="" type="checkbox"/> Merger

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

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Examiner's Initials

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97 OCT 22 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOH  
merger  
C.C.

97 OCT 15  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: YAMAHA CORPORATION OF AMERICA  
Ref. Number: P22886

*Corrected*

We have received your document for YAMAHA CORPORATION OF AMERICA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 797A00050882

RECEIVED  
97 OCT 22 PM 2:25

**ARTICLES OF MERGER  
OF  
YAMAHA MUSIC LATIN AMERICA CORP.**

**a Florida corporation**

**with**

**YAMAHA CORPORATION OF AMERICA**

**a California corporation**

**FILED**

**97 OCT 22 PM 4:12**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE  
10-31-97**

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. YAMAHA CORPORATION OF AMERICA (hereinafter called the "Parent") is a California corporation duly qualified to transact business in the State of Florida.

2. The Parent owns one hundred percent (100%) of the outstanding shares of the capital stock of YAMAHA MUSIC LATIN AMERICA CORP., a Florida corporation (hereinafter called the "Subsidiary").

3. The Board of Directors of the Parent determined to merge the Subsidiary with and into itself and duly adopted and approved the following plan of merger and the terms and conditions thereof by unanimous written consent of the Board of Directors of the Parent dated as of October 1, 1997:

Yamaha Corporation of America ("Parent") and Yamaha Music Latin America Corp. ("Subsidiary") are parties to this Plan of Merger.

a. Parent is a business corporation of the State of California and qualified to transact business in the State of Florida as Yamaha Corporation of America.

b. Parent owns 100% of the outstanding shares of Subsidiary, a business corporation of the State of Florida.

c. The General Corporation Law of California permits the merger of a business corporation of the State of California with a business corporation of another jurisdiction.

d. The Business Corporation Act of Florida permits a merger of a business corporation of another jurisdiction with a business corporation of the State of Florida.

e. Subsidiary shall be merged with and into Parent, with Parent as the surviving corporation, and Parent shall assume all of the obligations of the Subsidiary.

f. Parent from and after the effective time of the merger shall continue to exist as said Parent under its present name pursuant to the provisions of the General Corporation Law of the State of California. The separate existence of the Subsidiary shall cease at said effective time in accordance with the provisions of the Business Corporation Act of the State of Florida.

g. The shares of the Parent outstanding on the effective date of the merger shall not be changed or converted as a result of the merger, but shall remain outstanding shares as shares of the Parent and the outstanding shares of the Subsidiary shall be cancelled, and no shares of the Parent shall be issued in exchange for them.

4. The effective date of the merger described above shall be October 31, 1997.

5. Pursuant to Section 607.1104, Florida Statutes, the approval of the shareholders of the Parent or the Subsidiary was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf  
of YAMAHA CORPORATION OF AMERICA by their duly authorized officers as of the 6th  
day of October, 1997.

YAMAHA CORPORATION OF AMERICA

By: [Signature]  
Its: President  
Noriyuki Egawa

ATTEST:

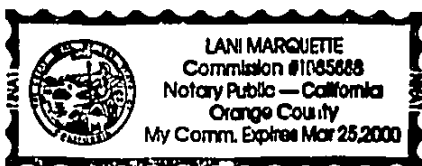
By: [Signature]  
Its: Secretary  
Michael L. Thomas

ACKNOWLEDGMENT

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF ORANGE )

On October 6, 1997 before me, Lani Marquette, Notary Public,  
personally appeared Noriyuki Egawa & Michael L. Thomas, personally known to me  
or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed  
to the within instrument and acknowledged to me that they executed the same in their authorized  
capacities, and that by their signatures on the instrument, the entity upon behalf of which the  
persons acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]  
Signature of Notary