

DINSMORE & SHOHL LLP

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P30130

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LOUISVILLE OFFICE
502-585-2450
FAX: 502-585-2207

NORTHERN KENTUCKY OFFICE
606-283-0515
FAX: 606-283-6017

FILED
97 DEC -8 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 30, 1997

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA OVERNIGHT SERVICE

800002337588--6
-11/04/97--01054--010
****122.50 ****122.50

RE: Merger Pursuant to 607.1104 of the Florida Business Corporation Act

Dear Sir or Madam:

Enclosed for filing with your office is one original and two copies of the Articles of Merger regarding the merger of AdCraft Associates, Inc., a Florida corporation, with and into Host Communications, Inc., a Kentucky corporation, with Host Communications, Inc. being the surviving corporation of the merger.

Attached to the original and each copy of the Articles of Merger is a copy of the Plan of Merger, as adopted by both corporations.

I also have enclosed a check for \$122.50 payable to the Florida Secretary of State, representing the filing fee of \$35.00 per party to the merger, and \$52.50 to receive a certified copy of the Articles of Merger filed herewith.

Please return a stamped copy of the Articles of Merger as evidence of filing in the envelope provided with this letter. If you have any questions, please do not hesitate to contact the undersigned at the above address or telephone number.

Sincerely yours,

DINSMORE & SHOHL, LLP

Joseph H. Terry

JHT:jtc

Enclosures

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VS DEC 11 1997

merger

P30130

ARTICLES OF MERGER
Merger Sheet

MERGING:

AD CRAFT ASSOCIATES, INC., a Florida corporation, 537558

INTO

HOST COMMUNICATIONS, INC., a Kentucky corporation, P30130

File date: December 8, 1997

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1997

JOSEPH H. TERRY
250 WEST MAIN STREET, STE. 2020
LEXINGTON, KY 40507

SUBJECT: HOST COMMUNICATIONS, INC.
Ref. Number: P30130

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

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please correct the corporate name for the merging corporation throughout your document. The merging corporation was administratively dissolved for failure to file the 97 annual report and it must be reinstated before your document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$585 reinstatement fee, \$61.25 filing fee for the current year, and \$103.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 297A00054622

Rec'd 12/8

DINSMORE & SHOHL LLP

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Joseph H. Terry
(606) 425-1005

December 5, 1997

Velma Shepard
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Your Letter No. 297A00054622
Host Communications, Inc.
Ref. Number: P30130

Dear Ms. Shepard:

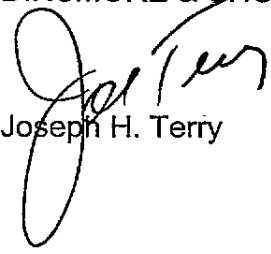
Enclosed herewith is an Application for Reinstatement of Ad Craft Associates, Inc. together with a check in the amount of \$750.00. Also enclosed is the initial Articles of Merger merging Ad Craft Associates, Inc. into and with Host Communications, Inc. corrected per your letter of November 13, 1997. We have already sent to you a check totaling \$122.50 for filing the Articles of Merger.

Should you have any problem with this filing, please do not hesitate to contact the undersigned in order that I can walk you through the documentation.

Thanks for your cooperation in this matter. Please return a file stamped copy of the Articles of Merger.

Sincerely yours,

DINSMORE & SHOHL, LLP


Joseph H. Terry

JHT:jtc
Enclosures
::ODMA\PCDOCS\LEXDOCS\1881\1

Rec'd 12/8

ARTICLES OF MERGER

MERGER OF
AD CRAFT ASSOCIATES, INC.
(A Florida Corporation)

FILED
97 DEC -8 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

With and Into

HOST COMMUNICATIONS, INC.
(A Kentucky Corporation)

Pursuant to Sections 271B.11-040, 271B.11-050 and 271B.11-070 of the Kentucky Business Corporation Act, Host Communications, Inc. hereby submits the following Articles of Merger:

ARTICLE FIRST:

The Plan of Merger for the merger of Ad Craft Associates, Inc. ("AdCraft") with and into Host Communications, Inc. ("HCI") is attached hereto as Exhibit A.

ARTICLE SECOND:

The approval of the stockholders of AdCraft was not required because HCI owns at least 90% of the outstanding shares of each class of stock of AdCraft.

ARTICLE THIRD:

The Board of Directors of HCI has adopted the Plan of Merger. A copy of summary or the Plan of Merger was not mailed to the sole shareholder of AdCraft, because such sole shareholder of AdCraft waived notice in writing.

"Surviving Corporation"

Host Communications, Inc.

By: David H. Kolsey
Name: DAVID H. KOLSEY
Its: EVP

"Non-Surviving Corporation" Ad Craft Associates, Inc.

By: Roy C. Hanlin Jr.
Name: ROY C. HANLIN JR.
Its: President

PLAN OF MERGER

OF

AD CRAFT ASSOCIATES, INC.
(A Florida Corporation)

With and Into

HOST COMMUNICATIONS, INC.
(A Kentucky Corporation)

THIS PLAN OF MERGER, is dated as of the 1 day of October, 1997 by and between Ad Craft Associates, Inc. ("AdCraft"), a corporation organized and existing under the laws of the State of Florida and Host Communications, Inc. ("HCI"), a corporation organized and existing under the laws of the Commonwealth of Kentucky.

WITNESSETH:

WHEREAS, the directors of AdCraft and HCI (such corporations being hereafter sometimes called the "Constituent Corporations") deem it advisable for the mutual benefit of the Constituent Corporations, their respective shareholders and others, that AdCraft merge into HCI upon the terms and conditions hereinafter set forth, and such directors have approved this Plan of Merger;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained and in accordance with the laws of the State of Florida and of the Commonwealth of Kentucky, AdCraft and HCI hereby agree that, subject to the terms and conditions hereinafter set forth, AdCraft shall be merged with and into HCI and that the terms and conditions of such merger, including the mode of carrying the same into effect, shall be as follows:

ARTICLE I

A. Effective October 29, 1997, AdCraft shall be merged with and into HCI, which shall be the surviving corporation, shall continue to do business under the name "Host Communications, Inc.," and shall continue to be governed by the laws of the Commonwealth of Kentucky. HCI, as such surviving corporation, is hereinafter sometimes referred to as the "Surviving Corporation."

ARTICLE II

A. The Amended and Restated Articles of Incorporation of HCI shall be the Articles of Incorporation of the Surviving Corporation, known after the filing of the Articles of Merger as Host Communications, Inc., until the same shall thereafter be further amended in accordance with the law.

The Surviving Corporation reserves the right to further amend, alter, change or repeal after such merger any provision contained in its Articles of Incorporation, and all rights conferred in this Agreement are subject to such reserved power.

C. The Amended and Restated Bylaws, Board of Directors and Officers of HCI, as in effect immediately prior to the merger, shall continue in full force and effect as such of the Surviving Corporation until they shall thereafter be duly amended or appointed in accordance with the law.

D. The effect of the merger shall be as provided by the applicable provisions of the laws of the Commonwealth of Kentucky. Without limiting the foregoing, and subject thereto, when the merger becomes effective:

1. The Surviving Corporation, upon effectation of the merger, shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further deed or act and without any further transfer or assignment having occurred.

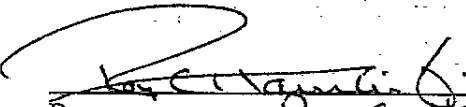
2. The Surviving Corporation, upon affection of the merger, shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against a Constituent Corporation may be prosecuted as if such merger had not taken place.

ARTICLE III

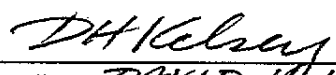
All of the presently issued and outstanding obligations of AdCraft, the merging corporation, shall be assumed by HCI and the shares of AdCraft shall be cancelled as a result of the merger.

Signed this 1 day of October, 1997.

AD CRAFT ASSOCIATES, INC.


By: ROY C. HAMLIN JR
Its: PRESIDENT -

HOST COMMUNICATIONS, INC.


By: DAVID H. KELSEY
Its: EVP