



P93000019649

ACCOUNT NO. : 072100000032

REFERENCE : 526277 4375356

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
99 DEC 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 526277-080

800003083048--5

CUSTOMER NO: 4375356

CUSTOMER: Ms. Deborah Goldman-levi
Sfx Entertainment, Inc.
650 Madison Avenue
16th Floor
New York, NY 10022

EFFECTIVE DATE
1/1/2000

ARTICLES OF MERGER

MAGICWORKS ENTERTAINMENT
INTERNATIONAL, INC.

INTO

SFX FAMILY ENTERTAINMENT
INTERNATIONAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 29 AM 11:33

RECEIVED

*Merger
1-3-00
WAS*

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAGICWORKS ENTERTAINMENT INTERNATIONAL, INC., a Florida
corporation, P93000019649

INTO

SFX FAMILY ENTERTAINMENT INTERNATIONAL, INC., a Delaware
corporation not qualified in Florida.

File date: December 29, 1999, effective January 1, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

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 is:

<u>Name</u>	<u>Jurisdiction</u>
SFX Family Entertainment International, Inc.	Delaware

Second: The name and jurisdiction of each merging corporations:

<u>Name</u>	<u>Jurisdiction</u>
Magicworks Entertainment International, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2000.


Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 16, 1999 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 16, 1999 and shareholder approval was not required.

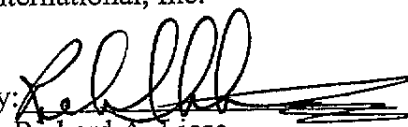
Seventh: SIGNATURES FOR EACH CORPORATION

Dated: December 16, 1999

SFX Family Entertainment
International, Inc.

By: 
Howard J. Tytel
Executive Vice President and
Secretary

Magicworks Entertainment
International, Inc.

By: 
Richard A. Liese
Vice President and
Assistant Secretary

FILED
99 DEC 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/1/2000

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of this 16 day of December, 1999 (this "Agreement") is between Magicworks Entertainment International, Inc., a Florida corporation ("Magicworks"), and SFX Family Entertainment International, Ltd., a Delaware corporation ("SFX FE", and together with Magicworks, the "Constituent Corporations"). All of the issued and outstanding shares of capital stock of Magicworks is owned by Magicworks Entertainment Incorporated ("MEI"). All of the issued and outstanding stock of MEI is owned by Pace Entertainment, Corp. ("Pace"). All of the issued and outstanding stock of Pace is owned by SFX Entertainment, Inc. ("SFX"). SFX owns all of the issued and outstanding stock of SFX Family Holdings, Inc. ("Holdings"). Holdings owns all of the issued and outstanding stock of SFX FE.

ARTICLE I

1.1 On the Merger Date (as defined in Section 1.6), Magicworks shall be merged with and into SFX FE (the "Merger") in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and the separate corporate existence of Magicworks shall cease. SFX FE shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and its separate corporate existence, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

1.2 SFX FE shall succeed to all of the rights, privileges, powers and franchises, of a public as well as of a private nature, of Magicworks, all of the properties and assets of Magicworks and all of the debts, choses in action and other interests due or belonging to Magicworks, and shall be subject to, and responsible for, all of the debts, liabilities and duties of Magicworks with the effect set forth in the DGCL.

1.3 If, at any time after the Merger Date, SFX FE shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in SFX FE its right, title or interest in, to or under any of the rights, properties or assets of Magicworks acquired or to be acquired by SFX FE as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of SFX FE shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in Magicworks or to otherwise carry out this Agreement.

1.4 The Certificate of Incorporation of SFX FE shall be the Certificate of Incorporation of the Surviving Corporation. The Bylaws of SFX FE, as amended up to and including the Merger Date, shall be the Bylaws of the Surviving Corporation. Each such document shall thereafter continue to be the Certificate of Incorporation and Bylaws, respectively, of the Surviving Corporation until changed as provided therein and by law.

1.5 The directors and officers of SFX FE immediately prior to the Merger Date shall be the directors and officers of the Surviving Corporation and shall thereafter continue

in office in accordance with the Amended and Restated Certificate of Incorporation and Bylaws of the Surviving Corporation.

1.6 If this Agreement is not terminated under Section 3.1, a Certificate of Merger with respect to the Merger shall be promptly filed and recorded with the Secretary of State of the State of Delaware in accordance with the DGCL and Articles of Merger shall promptly be filed and recorded with the State Corporation Commission of the State of Delaware. The Merger shall become effective at the time and date of such filing or at such later date and time otherwise specified in the Certificate of Merger (such time and date are herein collectively referred to as the "Merger Date").

ARTICLE II

2.1 On the Merger Date, by virtue of the Merger and without further action by the holder thereof, each share of Magicworks stock shall be canceled and cease to exist immediately upon the Merger Date.

ARTICLE III

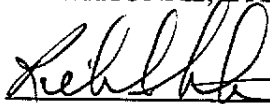
3.1 This Agreement may be terminated or amended upon written consent of each party hereto to the extent permitted by applicable law.

3.2 This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to each of the other parties.


3.3 This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of laws provisions thereof.

IN WITNESS WHEREOF, this Agreement has been executed by each of the parties hereto by their duly authorized officers, and of the date first above written.

SFX FAMILY ENTERTAINMENT
INTERNATIONAL, LTD.

By: 
Name: Richard A. Liese
Title: Vice President and Assistant Secretary

MAGICWORKS ENTERTAINMENT
INTERNATIONAL, INC.

By: 
Name: Howard J. Tytel
Title: Executive Vice President and Secretary