

Division of Corporations

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193000039087

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MEDIA PRODUCTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Handwritten signature and initials

⑧

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, document number
P97000069259

INTO

MEDIA PRODUCTS, INC., a Florida entity, P93000039087

File date: March 12, 2002

Corporate Specialist: Karen Gibson

(H02000055251 1)

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, Florida Business Corporation Act, MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation, adopt the following Articles of Merger.

ARTICLE I

MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall be merged with and into MEDIA PRODUCTS, INC., a Florida corporation, which shall be the surviving corporation.

ARTICLE II

That certain Plan and Agreement of Merger (the "Agreement"), dated the 31st day of January, 2002, by and between MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation, attached to and made a part of this instrument, was unanimously approved by the Stockholders of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and by the Stockholders of MEDIA PRODUCTS, INC., a Florida corporation, by resolutions adopted on the 31st day of January, 2002.

ARTICLE III

The merger shall become effective as of January 31, 2002.

IN WITNESS WHEREOF, these Articles of Merger have caused the same to be duly executed by their respective authorized officers.

MEDIA PRODUCTS OF TAMPA, INC.
a Florida corporation

By

Stuart J. Triebwasser
President and Director

Attest:

Stuart J. Triebwasser
Secretary and Director

MEDIA PRODUCTS, INC.

By

Stuart J. Triebwasser
President and Director

Attest:

Stuart J. Triebwasser
Secretary and Director

(H02000055252 1)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Stuart J. Triebwasser known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 11th day of March, 2002.

Rosemary M. Caraway
Notary Public, State of Florida
at Large. My comm. expires:



STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Stuart J. Triebwasser, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of MEDIA PRODUCTS, INC., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 11th day of March, 2002.

Rosemary M. Caraway
Notary Public, State of Florida
At Large. My Commission Expires:



PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated the 31st day of January, 2002, by and between MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation.

WHEREAS, MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, and

WHEREAS, MEDIA PRODUCTS, INC., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, and

WHEREAS, MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation, have agreed that MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall merge into MEDIA PRODUCTS, INC., the Florida corporation, upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained in this Agreement, and in order to consummate the transactions described above, MEDIA PRODUCTS OF TAMPA, INC., the Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation, the constituent corporations to this Agreement, agree as follows:

1. MEDIA PRODUCTS OF TAMPA, INC., the Florida corporation, and MEDIA PRODUCTS, INC., a Florida corporation, shall be merged into MEDIA PRODUCTS, INC., a Florida corporation, as a single corporation, upon the terms and conditions of this Agreement, and that MEDIA PRODUCTS, INC., a Florida corporation, shall continue under the laws of the State of Florida as the surviving corporation (the "surviving corporation").

(a) The purposes, the registered agent, the address of the registered office, the number of Directors and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of MEDIA PRODUCTS, INC., a Florida corporation, as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the said Articles of Incorporation are incorporated into this Agreement. From and after the effective date and until further amended, altered or restated as provided by law, the Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

(b) The By-laws of MEDIA PRODUCTS, INC., a Florida corporation, in effect on the effective date shall be the By-laws of the surviving corporation until they shall be altered, amended or repealed or until new By-laws are adopted as provided in them.

(c) The persons who, upon the effective date of the merger, shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of MEDIA PRODUCTS, INC., a Florida corporation, on the effective date, except that Debra T. Lucas shall serve as a director of the surviving corporation. If, on the effective date of the merger any vacancy exists on the Board of Directors of the surviving corporation, that vacancy may be filled in the manner provided in the By-laws of the surviving corporation.

(d) The persons who, upon the effective date of the merger shall constitute the officers of the surviving corporation, shall be the persons constituting the officers of MEDIA PRODUCTS, INC., a Florida corporation. In addition, Debra T. Lucas shall serve as Vice President of the surviving corporation.

2. This Agreement shall be submitted to the Stockholders of MEDIA PRODUCTS, INC., the Florida corporation, and to the Stockholders of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, at meetings of the Stockholders on January 31, 2002 (or at such later date as the Boards of Directors of MEDIA PRODUCTS, INC., a Florida corporation, and MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall mutually approve) and, if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida. The merger of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, into MEDIA PRODUCTS, INC., a Florida corporation, shall become effective February 1, 2002. The date on which the merger of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, into MEDIA PRODUCTS, INC., a Florida corporation, becomes effective is called in this instrument the "effective date" of the merger.

3. When this Agreement shall have been approved, signed and acknowledged, the separate existence of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall cease and shall be merged into the surviving corporation in accordance with this Agreement, and the surviving corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The number of shares of the capital stock of MEDIA PRODUCTS, INC., the Florida corporation, is 5,000 shares of common stock of a par value of \$1.00 per share, of which 1000 shares are issued and outstanding. Concurrently with this transaction, MEDIA PRODUCTS, INC., shall issue an additional 1000 shares to Stuart J. Triebwasser, bringing the total outstanding shares to 2000. The number of shares of the capital stock of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation is 5000 shares of common stock of a par value of \$1.00 per share, of which 1000 shares are issued and outstanding. Upon approval, the capital stock of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall be completely canceled.

5. Following the adoption of this Agreement by the Stockholders of MEDIA PRODUCTS, INC., a Florida corporation, and of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, the merger, transfer of assets from MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, to MEDIA PRODUCTS, INC., a Florida corporation, assumption of obligations and liabilities of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, shall all be effective on February 1, 2002, with its adoption by the Stockholders of each corporation duly certified by the secretaries thereof.

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger have caused the same to be duly executed by their respective authorized officers.

MEDIA PRODUCTS OF TAMPA, INC.
a Florida corporation

By [Signature]
Stuart J. Triebwasser
President and Director

Attest: [Signature]
Stuart J. Triebwasser
Secretary and Director

MEDIA PRODUCTS, INC.

By [Signature]
Stuart J. Triebwasser
President and Director

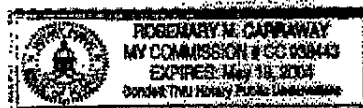
Attest: [Signature]
Stuart J. Triebwasser
Secretary and Director

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Stuart J. Triebwasser, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of MEDIA PRODUCTS OF TAMPA, INC., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 11th day of March 2002.

[Signature]
Notary Public, State of Florida
at Large. My comm. expires:



STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Stuart J. Triebwasser, known to be the person described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of MEDIA PRODUCTS, INC., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 11th day of March, 2002.

Rosemary M. Caraway
Notary Public, State of Florida
At Large. My Commission Expires:

