

Document Number Only

P94000012168

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002417321--2

-01/30/98--01056--028

\*\*\*\*\*70.00 \*\*\*\*\*70.00

American Digital Media, Inc

merging into

War Field Media Company

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN 30 PM 3:22

FILED

☐ Profit  
☐ NonProfit  
☐ Limited Liability Company

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

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Thanks, Melanie ☺

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CR2E031 (1-89)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WARFIELD MEDIA COMPANY, a Florida corporation, document number  
P94000012168

INTO

**AMERICAN DIGITAL MEDIA, INC.**, a Maryland corporation not qualified in  
Florida.

File date: January 30, 1998

Corporate Specialist: Karen Gibson

## ARTICLES OF MERGER

Between

AMERICAN DIGITAL MEDIA, INC.  
(a Maryland corporation, the Surviving Corporation)

and

WARFIELD MEDIA COMPANY  
(a Florida corporation, the Non-Surviving Corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMERICAN DIGITAL MEDIA, INC., a Maryland corporation (the "Surviving Corporation") and WARFIELD MEDIA COMPANY, a Florida corporation (the "Non-Surviving Corporation") (the Surviving Corporation and the Non-Surviving Corporation shall be referred to collectively as the "Constituent Corporations"), hereby agree and certify as follows:

**FIRST:** The Non-Surviving Corporation and the Surviving Corporation agree that the Non-Surviving Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation and shall continue under the name of American Digital Media, Inc. The names of the corporations included in the merger are as set forth above. The Surviving Corporation was incorporated under the general laws of the State of Maryland on October 8, 1997, and is not qualified to do business in the State of Florida. The Non-Surviving Corporation was incorporated under the general laws of the State of Florida on February 10, 1994, and is not qualified to do business in the State of Maryland.

**SECOND:** The addresses of the principal offices of the Constituent Corporations are as follows:

Corporation

Principal Office

American Digital Media, Inc.

7 St. Paul Street  
Suite 1400  
Baltimore (City), Maryland 21202

Warfield Media Company

222 Clematis Street, Suite 200  
West Palm Beach, Florida 33401

The name and address of the Registered Agent of the Non-Surviving Corporation in Florida is Edwin Warfield, IV, 222 Clematis Street, Suite 200, West Palm Beach, Florida 33401. The name and address of the Resident Agent of the Surviving Corporation in Maryland is RESAGENT, INC., 7 St. Paul Street, Baltimore, Maryland 21202; upon qualification to do business in Florida, the Registered Agent of the Surviving Corporation in Florida shall be Edwin Warfield, IV, 222 Clematis Street, Suite 200 West Palm Beach, Florida 33401.

Neither of the Constituent Corporations owns any interest in land in the State of Maryland the title to which could be affected by the recording of an instrument among the land records.

**THIRD:** The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Non-Surviving Corporation in the manner and by the vote required by its Articles of Incorporation and the general laws of the State of Florida. The manner in which the merger was approved is set forth below.

The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Surviving Corporation in the manner and by the vote required by its Charter and the general laws of the State of Maryland. The manner in which the merger was approved is set forth below.

**FOURTH:** The merger was duly advised by the Sole Director of the Non-Surviving Corporation in the following manner: The Sole Director of the Non-Surviving Corporation adopted resolutions declaring that the merger of the Non-Surviving Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in a Plan of Reorganization and these Articles of Merger, and directing that the proposed merger be submitted to the sole Stockholder for consideration and approval. The resolutions of the Sole Director were adopted by a Consent of Sole Director signed on January 29, 1998, by the Sole Director of the Surviving Corporation in accordance with Section 607-0821 of the Florida Business Corporation Act.

The merger was duly advised by the Sole Director of the Surviving Corporation in the following manner: The Sole Director of the Surviving Corporation adopted resolutions declaring that the merger of the Non-Surviving Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in a Plan of Reorganization and these Articles of Merger, and directing that the proposed merger be submitted to the sole Stockholder of the Surviving Corporation for consideration and approval. The resolutions of the Sole Director were adopted by a

Consent of Sole Director signed on January 29, 1998, by the Sole Director of the Surviving Corporation in accordance with Section 2-408 of the Maryland General Corporation Law.

**FIFTH:** The merger was duly approved by the sole Stockholder of the Non-Surviving Corporation in the following manner: The sole Stockholder of the Non-Surviving Corporation approved the merger, in the form and upon the terms and conditions set forth in a Plan of Reorganization and these Articles of Merger, by a Consent of Sole Stockholder signed on January 29, 1998, by the sole Stockholder of the Non-Surviving Corporation in accordance with Section 607-0704 of the Florida Business Corporation Act.

The merger was duly approved by the sole Stockholder of the Surviving Corporation in the following manner: The sole Stockholder of the Surviving Corporation approved the merger, in the form and upon the terms and conditions set forth in a Plan of Reorganization and these Articles of Merger, by a Consent of Sole Stockholder signed on January 29, 1998, in accordance with Section 2-505 of the Maryland General Corporation Law.

**SIXTH:** The Articles of Incorporation of the Surviving Corporation shall not be amended as a result of this merger. The Surviving Corporation shall continue under its present Articles of Incorporation, and the present By-Laws, officers, and directors of the Surviving Corporation shall continue to be the By-Laws, officers, and directors of the Surviving Corporation upon the effectiveness of the merger. The Surviving Corporation shall continue to be governed by the laws of the State of Maryland.

**SEVENTH:** The total number of shares of stock which each of the Constituent Corporations has authority to issue, the number and par value of the shares of each class, and the aggregate par value of, those shares of stock, are as follows:

(a) The Surviving Corporation has authorized one class of capital stock, consisting of Fifteen Million (15,000,000) shares of Common Stock, with a par value of One-Half of One Cent (\$0.005) per share, and an aggregate par value of Seventy Five Thousand Dollars (\$75,000).

(b) The Non-Surviving Corporation has authorized one class of capital stock, consisting of Seven Thousand Five Hundred (7,500) shares of Common Stock, with a par value of One Dollar (\$1.00) per share, and an aggregate par value of Seven Thousand Five Hundred Dollars (\$7,500).

**EIGHTH:** Because the issued and outstanding shares of stock of each of the Constituent Corporations are held by a single stockholder, no additional stock or

property shall be paid to the sole stockholder of the Non-Surviving Corporation in consideration of the merger. Accordingly, at and as of the effective time of the merger, each share of the issued and outstanding Common Stock of the Non-Surviving Corporation shall be surrendered and canceled. The issued shares of the Common Stock of the Surviving Corporation shall remain issued and shall not be affected by the merger.

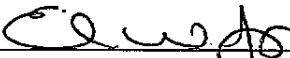
**NINTH:** The effective time of the merger shall be the later of (a) the date on which these Articles of Merger are accepted by the State Department of Assessments and Taxation of Maryland for record, or (b) the date on which these Articles of Merger are accepted by the Florida Department of State for record.

**IN WITNESS WHEREOF,** these Articles of Merger are hereby signed for and on behalf of American Digital Media, Inc. by its President, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief. These Articles of Merger have been signed for and on behalf of Warfield Media Company by its President, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief.

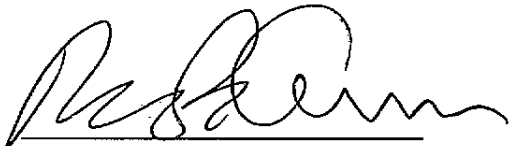
ATTEST:

  
Robert B. Curran, Assistant Secretary

AMERICAN DIGITAL MEDIA, INC.

By:  (SEAL)  
Edwin Warfield, IV, President

ATTEST:

  
Robert B. Curran, Assistant Secretary

WARFIELD MEDIA COMPANY

By:  (SEAL)  
Edwin Warfield, IV, President