

P94000019560

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Account Number : 075410000050  
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MERGER OR SHARE EXCHANGE

SOUTHERN AUDIO VISUAL, INC.

Certificate of Status	0
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Merger  
04/30/99  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CORPORATE BUSINESS CENTERS OF AMERICA, INC., a Florida corporation,  
P97000054517

INTO

**SOUTHERN AUDIO VISUAL, INC.**, a Florida corporation, P94000019560

File date: April 30, 1999, effective May 1, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**

**AND**

**EFFECTIVE DATE**  
5-1-99

**AGREEMENT AND PLAN OF MERGER**

**FILED**  
**99 APR 30 PM 4:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

This Articles of Merger and Agreement and Plan of Merger ("Articles of Merger") is made by and among Southern Audio Visual, Inc., a Florida corporation ("SAV" or "Surviving Corporation"), and Corporate Business Centers of America, Inc., a Florida corporation ("CBCA"). SAV and CBCA may sometimes hereinafter collectively be referred to as the "Constituent Corporations."

The effective date of the merger ("Merger") of CBCA with and into the Surviving Corporation shall be May 1, 1999.

**WITNESSETH:**

**WHEREAS**, SAV is a corporation duly organized and existing under the laws of the State of Florida and the authorized capital stock of SAV consists of 7,500 shares of Class A Voting Common Stock, \$0.50 par value, and 7,500 shares Class B Non-Voting Common Stock, \$0.50 par value (hereinafter collectively referred to as "SAV Common Stock"); and

**WHEREAS**, CBCA is a corporation duly organized and existing under the laws of the State of Florida and the authorized capital stock of CBCA consists solely of shares of common stock.

**WHEREAS**, the Constituent Corporations and each of their respective shareholders (hereinafter collectively referred to as the "Shareholders" and individually as a "Shareholder") have executed and entered into a certain Merger Agreement dated as of April 30, 1999 (the "Merger Agreement"), which sets forth certain representations, warranties, covenants and other agreements in connection with the transactions therein and herein contemplated and which contemplates the Merger in accordance with this Agreement of Merger; and

**WHEREAS**, the Boards of Directors of each of the Constituent Corporations have deemed the Merger advisable and in the best interests of each corporation and their respective shareholders, and the Boards of Directors of each of the Constituent Corporations and all of the Shareholders of CBCA have approved the Merger Agreement and these Articles of Merger by unanimous written consent.

**NOW, THEREFORE**, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

Prepared by:  
Stephen P. Johnson, Esq.  
Florida Bar No. 0136387  
2601 So. Bayshore Dr., 19th Fl.  
Miami, FL 33133  
(305) 854-5900

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### ARTICLE 1

Upon the terms and subject to the conditions set forth herein and in the Merger Agreement, CBCA shall be merged with and into SAV upon filing of this Articles of Merger with the Florida Department of State in accordance with Section 607.1105 of the Florida Business Corporation Act (the time of such filing may hereafter be referred to as the "Effective Time"). As of the Effective Time, the separate corporate existence of CBCA shall cease and SAV shall be the surviving corporation. The separate corporate existence of SAV shall continue unaffected and unimpaired by the Merger.

### ARTICLE 2

2.1 The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation at and after the Effective Time until duly amended in accordance with the Florida Business Corporation Act ("FBCA").

2.2 The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Bylaws of the Surviving Corporation at and after the Effective Time until duly amended in accordance with such Bylaws and applicable law.

### ARTICLE 3

3.1 At the Effective Time, all shares of common stock of the Constituent Corporations (including SAV Common Stock) of each Shareholder, respectively, that are issued and outstanding immediately prior to the Effective Time shall without any action on the part of such Shareholders be converted into and be exchangeable by each Shareholder for that number of shares of SAV Common Stock set forth in the Merger Agreement with respect to each Shareholder.

#### 3.2 Exchange of Stock.

3.2.1 As soon as practicable after the Effective Time and after surrender to the Surviving Corporation by a Shareholder of all certificates of Constituent Corporations registered in such Shareholder's name which prior to the Effective Time represented the then outstanding shares of the Constituent Corporations, the Surviving Corporation shall issue and deliver to such Shareholder a certificate representing the shares of SAV Common Stock into which shares previously represented by the surrendered certificates shall have been converted at the Effective Time. Until surrendered as contemplated by the preceding sentence, the certificates of each Shareholder (in the aggregate), which immediately prior to the Effective Time represented all of the then outstanding shares of the Constituent Corporations owned by such Shareholders, shall be deemed at and after the Effective Time to represent only the right to receive, upon such surrender, the certificates representing SAV Common Stock as contemplated by the preceding sentence.

3.2.2 No dividends or other distributions declared after the Effective Time with respect to shares of SAV Common Stock and payable to the holder of record thereof after the Effective Time shall be paid to the holder of any unsurrendered certificates representing shares of the Constituent Corporations of such holder which were outstanding immediately prior to the Effective Time, until all such certificates shall be surrendered as provided herein. Upon the surrender of all such outstanding certificates, however, there shall be paid to the record holder of the certificate representing SAV Common Stock issued in exchange for the shares of Constituent Corporations previously represented by the surrendered certificates, the aggregate amount of dividends and distributions, if any, which became payable after the Effective Time, subject in any case to any applicable escheat laws and unclaimed property laws. No interest shall be payable on or in respect of the payment of such dividends on surrender of outstanding certificates.

3.2.3 After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation with respect to shares of any Constituent Corporation which were outstanding immediately prior to the Effective Time.

#### ARTICLE 4

When the Merger has been effected:

4.1 The separate existence of CBCA shall cease and the corporate existence and corporate identity of SAV shall continue as the Surviving Corporation.

4.2 SAV shall have the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities, of a corporation under the FBCA.

4.3 SAV shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations; and all property, real (immovable), personal (movable), intangible and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses of action, and all and every other interest, belonging to any of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in SAV without act or deed.

4.4 SAV 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 threatened against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place or SAV may be substituted in its place. Neither the rights of creditors nor liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

#### ARTICLE 5

5.1 Counterparts. This Articles of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

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**5.2 Date of Shareholder Approval.** These Articles of Merger, the Merger Agreement and the Merger were duly approved and adopted by the unanimous written consent of all of the shareholders of CBCA dated as of April 29, 1999. Approval by the shareholders of Southern Audio Visual, Inc. is not required pursuant to Section 607.1103(7).

**5.3 Dates of Board of Director Approval.** These Articles of Merger, the Merger Agreement and the Merger were duly approved and adopted by (i) the unanimous written consent of the Board of Directors of SAV dated as of April 29, 1999; and (ii) the unanimous written consent of the Board of Directors of CBCA dated as of April 29, 1999.

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IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Articles of Merger to be executed by their respective officers hereunto duly authorized.

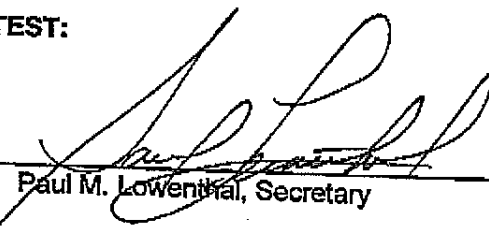
ATTEST:

By:   
Steven J. Brodie, Assistant Secretary

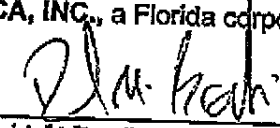
SOUTHERN AUDIO VISUAL, INC., a Florida corporation

By:   
Paul M. Lowenthal, President and Chief Executive Officer

ATTEST:

By:   
Paul M. Lowenthal, Secretary

CORPORATE BUSINESS CENTERS OF AMERICA, INC., a Florida corporation

By:   
David A. Brodie, President and Chief Executive Officer

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**CERTIFICATE OF THE SECRETARY  
OF  
SOUTHERN AUDIO VISUAL, INC.**

I, Paul M. Lowenthal, Secretary of Southern Audio Visual, Inc., a Florida corporation (the "Corporation"), hereby certify that:

1. The Articles of Merger and Agreement and Plan of Merger to which this Certificate is attached has been duly executed on behalf of the Corporation by its President and Assistant Secretary under the corporate seal of the Corporation.

2. Approval by the shareholders of the Corporation is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of April 30, 1998.

  
Paul M. Lowenthal, as Secretary of Southern  
Audio Visual, Inc.

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**CERTIFICATE OF THE SECRETARY  
OF  
CORPORATE BUSINESS CENTERS OF AMERICA, INC.**

I, David A. Brodie, Secretary of Corporate Business Centers of America, Inc., a Florida corporation (the "Corporation"), hereby certify that:

1. The Articles of Merger and Agreement and Plan of Merger to which this Certificate is attached has been duly executed on behalf of the Corporation by its President and Secretary under the corporate seal of the Corporation.

2. The Articles of Merger and Agreement and Plan of Merger was approved and adopted by unanimous written consent of the shareholders of the Corporation dated as of April 29, 1999.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of April 30, 1999.



\_\_\_\_\_  
David A. Brodie, as Secretary of Corporate  
Business Centers of America, Inc.

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