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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

SOUTHERN AUDIO VISUAL, INC.

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Merger  
6-16-08  
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\* RE-SUBMITTING  
w/ CORRECTIONS  
PLEASE NOTE  
EFFECTIVE DATE  
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SECRETARY OF STATE  
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June 13, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SOUTHERN AUDIO VISUAL, INC.  
P O BOX 527805  
MIAMI, FL 33152-7805US

SUBJECT: SOUTHERN AUDIO VISUAL, INC.  
REF: P94000019560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE NAME OF THE THIRD CORPORATION (HOSPITALITY BUSINESS CENTERS OF AMERICA, INC.) LISTED IN THE HEADING OF THE DOCUMENT, THROUGHOUT THE ENTIRE DOCUMENT.

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) 245-6906.

Darlene Connell  
Regulatory Specialist II

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## ARTICLES OF MERGER

OF

SOUTHERN AUDIO VISUAL OF LOUISIANA, INC.,  
a Louisiana corporation;

SOUTHERN AUDIO VISUAL OF PENNSYLVANIA, INC.,  
a Pennsylvania corporation;

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

WITH AND INTO

SOUTHERN AUDIO VISUAL, INC.,  
a Florida corporation

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08 JUN 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-15-08

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Southern Audio Visual of Louisiana, Inc., a Louisiana corporation, Southern Audio Visual of Pennsylvania, Inc., a Pennsylvania corporation, Hospitality Business Centers of America, Inc., a Florida corporation and Southern Audio Visual, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities who are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

(a) Southern Audio Visual of Louisiana, Inc., a Louisiana corporation ("SAVL");

(b) Southern Audio Visual of Pennsylvania, Inc., a Pennsylvania corporation ("SAVP");

(c) Hospitality Business Centers of America, Inc., a Florida corporation ("HCA") (SAVL, SAVP and HCA shall hereinafter be referred to collectively as the "Merging Corporations"); and

(d) Southern Audio Visual, Inc., a Florida corporation, with a business address of 11700 NW 102 Road, #15, Miami, Florida 33178 (the "Surviving Corporation").

2. The Merging Corporations are hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporations shall cease. The Surviving Corporation is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as is if fully set forth herein (the "Agreement and Plan of Merger").

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3. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of each Merging Corporation by joint unanimous written consent in lieu of holding a special meeting, all dated effective as of June 9<sup>th</sup>, 2008, pursuant to Sections 12:81(C)(9) and 12:76 of the Louisiana Revised Statutes (for SAVL only), Sections 1727(b) and 1766(a) of Title 15 of the Pennsylvania Statutes (for SAVP only) and Sections 607.0821 and 607.0704 of the FBCA (for HCA only).

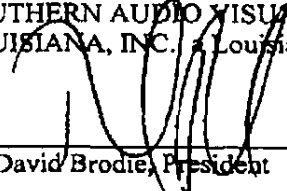
4. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of the Surviving Corporation by joint unanimous written consent in lieu of holding a special meeting dated effective as of June 9<sup>th</sup>, 2008, pursuant to Sections 607.0821 and 607.0704 of the FBCA.

5. These Articles of Merger shall become effective on June 15, 2008.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed effective as of this 9<sup>th</sup> day of June, 2008.

**MERGING CORPORATIONS:**

SOUTHERN AUDIO VISUAL OF  
LOUISIANA, INC., a Louisiana corporation

By:   
David Brodie, President

SOUTHERN AUDIO VISUAL OF  
PENNSYLVANIA, INC., a Pennsylvania  
corporation

By:   
Paul Lowenthal, President

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

By:   
David Brodie, President

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**SURVIVING CORPORATION:**

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

By: 

Paul Lowenthal, President

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**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

Please see attached.

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**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made by and entered into on the 9<sup>th</sup> day of June, 2008, by and between Southern Audio Visual of Louisiana, Inc., a Louisiana corporation ("**SAVL**"), with a business address of 11700 NW 102 Road, #15, Miami, Florida 33178, Southern Audio Visual of Pennsylvania, Inc., a Pennsylvania corporation ("**SAVP**"), with a business address of 11700 NW 102 Road, #15, Miami, Florida 33178, Hospitality Business Centers of America, Inc., a Florida corporation ("**HCA**"), with a business address of 11700 NW 102 Road, #15, Miami, Florida 33178 (SAVL, SAVP and HCA shall hereinafter be referred to collectively as the "**Merging Corporations**"), and Southern Audio Visual, Inc., a Florida corporation, with a business address of 11700 NW 102 Road, #15, Miami, Florida 33178 (the "**Surviving Corporation**").

**WITNESSETH**

**WHEREAS**, each of the Merging Corporations is a corporation duly organized and existing under and by virtue of the laws of the jurisdiction of its incorporation;

**WHEREAS**, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, pursuant to duly authorized action by their respective board of directors and shareholders, the Merging Corporations and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Corporations and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporations and the Surviving Corporation agree that the Merging Corporations shall be merged with and into the Surviving Corporation, as a single and surviving corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING ENTITY**. On the Effective Date of the Merger (as defined below):

(a) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Business Corporation Act.

(b) The Merging Corporations shall cease to exist, and their property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS**. As a result of the Merger, the charter documents of the Surviving Corporation shall be as follows:

(a) **Articles of Incorporation**. The Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation.

(b) **Bylaws**. The Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation.

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4. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date, (i) all of the issued and outstanding shares of capital stock of the Merging Corporations shall be surrendered to the Surviving Corporation and canceled, and no shares of the Surviving Corporation or other property will be issued in exchange therefore, and (ii) all of the outstanding shares of the Surviving Corporation shall remain outstanding, and the current shareholders of the Surviving Corporation shall continue to own the same number of shares of the Surviving Corporation, and in the same proportions, as they did prior to the Effective Date.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Corporations' respective board of directors and shareholders and the Surviving Corporation's board of directors and shareholders, in accordance with applicable laws. The proper officers of the Merging Corporations and the Surviving Corporation, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF THIS MERGER.** The Merger shall be effective as of June 15, 2008 (the "Effective Date").

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporations and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, wither a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Records.** This Agreement shall be kept on file at the principal place of business of the Surviving Corporation, whose business address is 11700 NW 102 Road, #15, Miami, Florida 33178. A copy of this Agreement will be furnished by the Surviving Corporation on request and without cost to any shareholder of any corporation that is a party to this Agreement.

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**CERTIFICATION****Southern Audio Visual of Louisiana, Inc.**

I, Paul Lowenthal, as Secretary of Southern Audio Visual of Louisiana, Inc., a Louisiana corporation hereby certify that the foregoing Agreement and Plan of Merger has been presented to and approved by the shareholders of Southern Audio Visual of Louisiana, Inc.

By: 

Paul Lowenthal, Secretary

**Southern Audio Visual of Pennsylvania, Inc.**

I, Paul Lowenthal, as Secretary of Southern Audio Visual of Pennsylvania, Inc., a Pennsylvania corporation hereby certify that the foregoing Agreement and Plan of Merger has been presented to and approved by the shareholders of Southern Audio Visual of Pennsylvania, Inc.

By: 

Paul Lowenthal, Secretary

**Hospitality Business Centers of America, Inc.**

I, Paul Lowenthal, as Secretary of Hospitality Business Centers of America, Inc. hereby certify that the foregoing Agreement and Plan of Merger has been presented to and approved by the shareholders of Secretary of Hospitality Centers of America, Inc.

By: 

Paul Lowenthal, Secretary

**Southern Audio Visual Inc.**

I, Paul Lowenthal, as Secretary of Southern Audio Visual Inc., a Florida corporation, hereby certify that the foregoing Agreement and Plan of Merger has been presented to and approved by the shareholders of Southern Audio Visual, Inc.

By: 

Paul Lowenthal, Secretary

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The foregoing Agreement and Plan of Merger of Southern Audio Visual of Louisiana, Inc., Southern Audio Visual of Pennsylvania, Inc., Hospitality Business Centers of America, Inc. and Southern Audio Visual, Inc., as heretofore adopted by each of the constituent corporations, and as hereinbefore certified by the Secretaries of Southern Audio Visual of Louisiana, Inc., Southern Audio Visual of Pennsylvania, Inc., Hospitality Business Centers of America, Inc. and Southern Audio Visual, Inc. is hereby signed by the Presidents of Southern Audio Visual of Louisiana, Southern Audio Visual of Pennsylvania, Inc., Hospitality Business Centers of America, Inc. and Southern Audio Visual, Inc.

IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the date first above written.

**MERGING CORPORATIONS:**

SOUTHERN AUDIO VISUAL OF  
LOUISIANA, INC., a Louisiana corporation

By: 

David Brodie, President

SOUTHERN AUDIO VISUAL OF  
PENNSYLVANIA, INC., a Pennsylvania  
corporation

By: 

Paul Lowenthal, President

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

By: 

David Brodie, President

**SURVIVING CORPORATION:**

SOUTHERN AUDIO VISUAL, INC., a  
Florida corporation

By: 

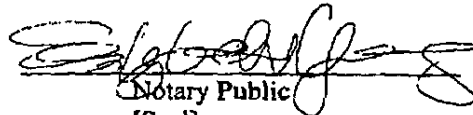
Paul Lowenthal, President

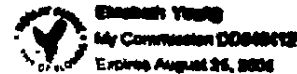
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STATE OF Florida )  
 ) SS.:  
 COUNTY OF Dade )

On this 4<sup>th</sup> day of June, 2008, before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came David Brodie, personally known to me or has produced known to me personally as identification, to be the individual described in and who executed the preceding document and who duly acknowledged to me the executing of the same, and being by me duly sworn depose and saith that he executed the preceding document as of the 4<sup>th</sup> day of June 2008.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at Miami, FL, on the day and year first above written.

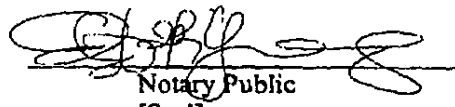
  
 Notary Public  
 [Seal]

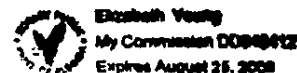


STATE OF Florida )  
 ) SS.:  
 COUNTY OF Dade )

On this 9<sup>th</sup> day of June, 2008, before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came Paul Lowenthal, personally known to me or has produced known to me personally as identification, to be the individual described in and who executed the preceding document and who duly acknowledged to me the executing of the same, and being by me duly sworn depose and saith that he executed the preceding document as of the 9<sup>th</sup> day of June 2008.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at Miami, FL, on the day and year first above written.

  
 Notary Public  
 [Seal]



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