

P94000084849

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUNDELUX FLORIDA, INC., a Florida corporation, P94000084849

INTO

SOUNDELUX ENTERTAINMENT GROUP, INC., a California corporation not
qualified in Florida.

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

P94000084849
KX

Kopple & Klinger, LLP

A Limited Liability Partnership Including A Professional Corporation

2029 CENTURY PARK EAST
SUITE 1040
LOS ANGELES, CA 90067
TELEPHONE (310) 553-1444
FACSIMILE (310) 553-7335

December 24, 1996

VIA PRIORITY MAIL

Division of Corporations
Florida Department of State
P.O. 6327
Tallahassee, Florida 32314

ATTN: Amendment Section

Re: SounDelux Florida, Inc. - Merger

800002041638--6
-12/31/96--01014--003
*****70.00 *****70.00

To Whom It May Concern:

Enclosed for filing with your office, please find one original and one copy of Articles of Merger for SounDelux Florida, Inc., a Florida corporation, and SounDelux Entertainment Group, Inc., a California corporation. For your information, the appropriate documents have been submitted to the California Secretary of State for filing. Also, enclosed is this firm's check in the amount of \$70.00 to cover the required filing fee.

Please process these documents and return the copy, endorsed by your office, to the undersigned in the self-addressed stamped envelope provided for your convenience.

Please call if you have any questions.

Sincerely yours,

Sharon R. DeNuccio
Sharon R. DeNuccio
Legal Assistant

*corrected
name
per*

FILED
96 DEC 30 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.
/SRD

cc: Mr. Jeffrey S. Edell
Mr. Orrin Halper
Leslie S. Klinger, Esq.
Jeffrey A. Kaye, Esq.

1/13 *Jon*
Merger

ARTICLES OF MERGER

Pursuant to Section 607.1107 of the Florida Business Corporation Act, Soundelux Florida, Inc., a Florida corporation ("Disappearing Corporation"), and Soundelux Entertainment Group, Inc., a California corporation ("Surviving Corporation"), hereby execute the following Articles of Merger:

FIRST: Disappearing Corporation shall be merged into Surviving Company.

SECOND: The laws of the state under which Surviving Corporation is organized permit such merger, and Surviving Corporation is complying with those laws in effecting the merger.

THIRD: Surviving Corporation and Disappearing Corporation have each complied with Section 607.1101 through 1105, as applicable.

FOURTH: The plan of merger is set forth on **Exhibit A** attached hereto and incorporated herein by this reference.

FIFTH: The plan of merger was adopted by the shareholders of Surviving Corporation on December 23, 1996 and by the shareholders of Disappearing Corporation on December 23, 1996.

Executed this 23th day of December, 1996.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


Signature Page to Articles of Merger

SOUNDELUX FLORIDA, INC., a Florida
corporation

By: 
Anthony Miceli, President

By: 
John Miceli, Secretary

SOUNDELUX ENTERTAINMENT
GROUP, INC., a California
corporation

By: 
Jeffrey B. Edell, President

By: 
Wylie Stateman, Secretary

Plan of Merger -Exhibit A-

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is entered into as of December 23, 1996 by and between SounDelux Entertainment Group, Inc., a California corporation (herein "Surviving Company"), and SounDelux Florida, Inc., a Florida corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Company.
2. Each outstanding share of each Merging Corporation shall be converted to Sixty- Seven and 84886667 / 100000000 (67.84886667) shares of Surviving Corporation.
3. The outstanding shares of Surviving Company shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall, from time to time, as and when requested by Surviving Company execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

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Signature Page to Agreement of Merger

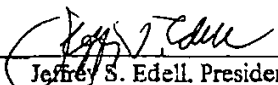
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above stated.

SOUNDELUX FLORIDA, INC., a Florida corporation

By: 
Anthony Miceli, President

By: 
John Miceli, Secretary

SOUNDELUX ENTERTAINMENT GROUP, INC., a California corporation

By: 
Jeffrey S. Edell, President

By: 
Wylie Stateman, Secretary