



THE UNITED STATES
CORPORATION
COMPANY

P95000007037

FILED
NOV -6 PM 4:19
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 884832 4375356

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pygott

ORDER DATE : November 2, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 884832-010

CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lyng
Sfx Entertainment, Inc.
650 Madison Avenue
16th Floor
New York, NY 10022

700003452867-2

merger

ARTICLES OF MERGER

GREG NORMAN PRODUCTION COMPANY

INTO

SFX SPORTS HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

RRR

11/13/00

402250, 00524, 00561, 00672

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOV -6 AM 11:29
TO FILE THESE
SUFFICIENTLY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREG NORMAN PRODUCTION COMPANY, a Florida corp P95000007037

INTO

SFX SPORTS HOLDINGS, INC.. a Delaware corporation not qualified in Florida

File date: November 6, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 6, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GREG NORMAN PRODUCTION COMPANY
Ref. Number: P95000007037

We have received your document for GREG NORMAN PRODUCTION COMPANY and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please include the Articles of Merger. *- Fax to us*

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required. *Plan of merger*

If you have any questions concerning the filing of your document, please call (850) 487-6907. *ie, who adopted what. - By the shareholders of Greg Norman Productions.*

Annette Ramsey
Corporate Specialist

Letter Number: 500A00057485

*- Can't title articles + Plan of merger but
Still need a copy of the Plan of
merger*

*- Be specific on the adoption of both
Companies involved.*

TO AGENCY OF FILING
SUPERVISOR OF FILING

00 NOV - 7 AM 10:37

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

ARTICLES AND PLAN OF MERGER
OF
GREG NORMAN PRODUCTION COMPANY
AND
SFX SPORTS HOLDINGS, INC.

FILED
00 NOV -6 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) GREG NORMAN PRODUCTION COMPANY, which is incorporated under the laws of the State of FLORIDA; and

(ii) SFX SPORTS HOLDINGS, INC., which is incorporated under the laws of the State of DELAWARE.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by GREG NORMAN PRODUCTION COMPANY in accordance with the laws of the State of its incorporation and by SFX SPORTS HOLDINGS, INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is SFX SPORTS HOLDINGS, INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of SFX SPORTS HOLDINGS, INC., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of GREG NORMAN PRODUCTION COMPANY consists of 10,000 shares of a par value of \$1.00 each.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on September 6, 2000.

9. The date of adoption is October 16, 2000, by the Shareholders of Greg Norman Production Company. and by the shareholders of SFX Sports Holdings, Inc.,

Dated: September 6, 2000.

GREG NORMAN PRODUCTION COMPANY

By: 

Rick Liese

Executive Vice President and Secretary

Dated:

SFX SPORTS HOLDINGS, INC.

By: 

Richard A. Liese

Executive Vice President and Secretary

PLAN OF MERGER

PLAN OF MERGER, dated as of November 6, 2000, by and between SFX Sports Holdings, Inc. ("Holdings"), a Delaware corporation as assignor (the "Assignor"), and SFX Sports Group (Australia) PTY Ltd. ("SFX Sports"), an Australian corporation, and a subsidiary of Holdings, as assignee (the "Assignee").

WHEREAS, the Assignor will own, beneficially and of record, all of the assets of Greg Norman Production Company, a Florida corporation ("Norman");

WHEREAS, the Assignor, by Certificate of Merger to be filed with the Florida Secretary of State, merges with Norman, whereby the Assignor will become the surviving entity.

WHEREAS, the Assignor wishes to assign to the Assignee, and the Assignee is willing to accept and assume, all of the Assignor's right, title and interest in the assets of Norman (the "Norman Assets");

NOW, THEREFORE, in consideration of the foregoing, the parties agree as follows:

1. Assignment. The Assignor hereby sells, assigns, conveys, grants and transfers to the Assignee, its successors and assigns, all of the Assignor's right, title and interest in the Norman Assets.
2. Assumption. The Assignee hereby assumes, agrees to be bound by and undertakes to comply with and perform the terms, covenants and conditions of the obligations relating to the Norman Assets, to be observed and performed thereunder on the part of the Assignor.
3. Further Assurances. The Assignor covenants with the Assignee that it will from time to time hereafter, upon every reasonable request to do so by the Assignee, made, do, execute, deliver, and cause to be made, done, executed and delivered, all such further acts, deeds, assurances and things which may be necessary or desirable in order to effectively implement and carry out the true intent and meaning of this assignment.
4. Binding Nature of the Plan. Each and all of the covenants, terms, provisions, and agreements under this Plan relating to all of the rights and obligations of the Assignor shall be binding upon and inure to the benefit of the Assignee.
5. Governing Law. This Plan shall be governed by the Laws of the State of Delaware.
6. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

11/09/2000 13:00 FAX 212 11/09:00 12:21 RX TIME

LOCATION: 1 609 771 6040

IN WITNESS WHEREOF, the parties have executed or cause to be executed this Plan of Merger as of the date first set forth above.

ASSIGNOR:

SFX SPORTS HOLDINGS, INC.

By: _____
Name: Richard A. Liese
Title: Executive Vice President
and Secretary

ASSIGNEE:

SFX SPORTS GROUP
(AUSTRALIA) PTY LTD.

By: _____
Name: Richard A. Liese
Title: Executive Vice President
and Secretary