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HOLLAND & Knight, LLP
Requester's Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

*Share Exchange
5-15-01
RHS*

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Examiner's Initials

ARTICLES OF SHARE EXCHANGE
OF
AET, INC., a Florida Corporation,
with
HERITAGE COMMUNICATIONS CORPORATION,
a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE between AET, INC., a Florida corporation ("AET") and HERITAGE COMMUNICATIONS CORPORATION, a Florida corporation ("HCC").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), HCC and AET adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated April 30, 2001 ("Plan of Share Exchange"), between HCC and AET was approved and adopted by the shareholders of AET on April 30, 2001, and was adopted by the shareholders of HCC on April 30, 2001.

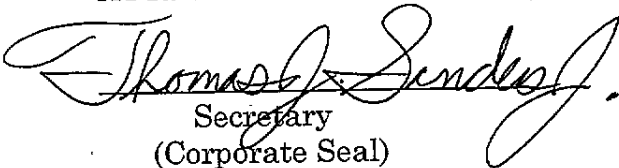
2. Under the Plan of Share Exchange, all issued and outstanding shares of AET's stock will be exchanged for 16,500 shares of stock of HCC and AET will become a wholly owned subsidiary of HCC.

3. The Plan of Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be on the filing of these Articles of Share Exchange with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on May 3, 2001.

ATTEST:


Secretary
(Corporate Seal)

AET, INC., a Florida corporation

By

President



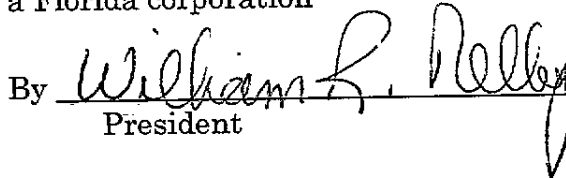
ATTEST:


Secretary
(Corporate Seal)

HERITAGE COMMUNICATIONS CORPORATION,
a Florida corporation

By

President



PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into between HERITAGE COMMUNICATIONS CORPORATION, ("Acquiror") and AET, INC. ("Acquiree").

1. Distribution to Shareholders. On the Effective Date, all of the shareholders of Acquiree not dissenting from the Plan shall exchange all of the outstanding stock of Acquiree for shares of Acquiror and Acquiree shall become a wholly owned subsidiary of Acquiror.

2. Satisfaction of Rights of Acquiree's Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional Shares. Fractional shares of Acquiror's stock shall be issued to the holders of Acquiree's stock.

4. Supplemental Action. If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents (or Vice Presidents) to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "Effective Date". The Effective Date shall be the filing date of the Articles, as specified herein or in the Agreement and Plan of Share Exchange.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing

executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.

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