

P95000088810

KILLGORE, PEARLMAN, GARDNER, ORNSTEIN & STAMP, P.A.  
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CRAIG S. PEARLMAN  
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MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR  
2 ALSO MEMBER OF NEW YORK & TEXAS BAR

December 26, 1996

VIA FEDERAL EXPRESS

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600002040116--6  
-12/27/96--01131--006  
\*\*\*\*\*43.25 \*\*\*\*\*43.25

Re: Merger of Paradise Publishing & Promotions, Inc.  
into Outdoor Media Group, Inc.

700002068577--5  
-01/27/97--01003--013  
\*\*\*\*\*454.25 \*\*\*\*\*79.25

Dear Sir or Madam:

Enclosed please find Articles of Merger of Paradise Publishing & Promotions, Inc. into Outdoor Media Group, Inc. which have been adopted by the Board of Directors and the Shareholders of Paradise Publishing & Promotions, Inc. and Outdoor Media Group, Inc. in accordance with the laws of the State of Florida. Please file these Articles of Merger upon receipt as the effective date of the merger is anticipated to be January 1, 1997.

Enclosed please find a check number 1949 in the amount of \$43.25 representing the filing fee for the Articles of Merger and fee for a Certificate of Good Standing for Outdoor Media Group, Inc. following the filing of the Articles of Merger.

Please return a copy of the Articles of Merger indicating the date recorded in the public records, together with the Certificate of Good Standing of Outdoor Media Group, Inc. to this office.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,  
ORNSTEIN & STAMP, P.A.

Craig S. Pearlman

CSP/jrl  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 23 PM 12:17

FILED



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 9, 1997

Craig S. Pearlman  
Killgore, Pearlman et al  
P.O. Box 1913  
Orlando, FL 32802-1913

**SUBJECT: PARADISE PUBLISHING AND PROMOTIONS, INC.**  
Ref. Number: P95000068351

We have received your document for PARADISE PUBLISHING AND PROMOTIONS, INC. and your check(s) totaling \$43.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and \$138.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 397A00001121

# KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

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CRAIG S. PEARLMAN  
T. GARY SQUIRES  
MARTIN F. STAMP

I ALSO MEMBER OF FL & WEST VIRGINIA BAR  
I CERTIFIED CIRCUIT COURT MEDIATOR  
I ALSO MEMBER OF NEW YORK & TEXAS BAR

January 22, 1997

VIA: FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Paradise Publishing and Promotions, Inc.  
Reinstatement  
Articles of Merger of Paradise Publishing and  
Promotions, Inc.

Dear Sirs:

I enclose herewith the following:

Application for Reinstatement of Paradise Publishing and Promotion,  
Inc. and Articles of Merger for Paradise Publishing and Promotions, Inc. into  
Outdoor Media Group, Inc.

Check in the amount of \$454.25. This check is for the reinstatement  
of Paradise Publishing in the amount of \$375.00, \$70.00 to file the merger and  
\$52.50 for a certified copy of the request. We have previously forwarded to your  
office the sum of \$43.25 as referenced in your letter to this office which I have  
enclosed for your review.

Please contact this office if you have any questions regarding the  
enclosed.

Very truly yours,

KILLGORE PEARLMAN

Craig S. Pearlman

CSP/age  
Enclosures  
cc: Outdoor Media Group, Inc.

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**PARADISE PUBLISHING AND PROMOTIONS, INC., a Florida corporation,  
P95000068351**

**INTO**

**OUTDOOR MEDIA GROUP, INC., a Florida corporation, P95000088810**

**File date: January 23, 1997**

**Corporate Specialist: Steven Harris**

**ARTICLES OF MERGER  
OF  
PARADISE PUBLISHING AND PROMOTIONS, INC.  
INTO  
OUTDOOR MEDIA GROUP, INC.**

FILED  
97 JAN 23 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the undersigned Corporations, OUTDOOR MEDIA GROUP, INC., a Florida Corporation, and PARADISE PUBLISHING AND PROMOTIONS, INC., a Florida Corporation, adopted the following Articles of Merger for the purpose of merging PARADISE PUBLISHING AND PROMOTIONS, INC., into OUTDOOR MEDIA GROUP, INC.

**PLAN OF MERGER**

1. The Plan of Merger setting for the terms and conditions of the Merger of PARADISE PUBLISHING AND PROMOTIONS, INC., into OUTDOOR MEDIA GROUP, INC.

**ADOPTION OF PLAN**

2. The Plan of Merger was approved by the Board of Directors of PARADISE PUBLISHING AND PROMOTIONS, INC. at a special meeting of the Board of Directors held on December 2, 1996.

3. There are ten thousand (10,000) shares of common stock of PARADISE PUBLISHING AND PROMOTIONS, INC., with \$1.00 par value, issued and outstanding, that were entitled to vote on the Plan of Merger. Ten Thousand (10,000) shares were voted in favor of the Plan of Merger and zero (0) shares were voted against the Plan of Merger at a special meeting of the shareholders of PARADISE PUBLISHING AND PROMOTIONS, INC. held on December 18, 1996.

4. The Plan of Merger was approved by the Board of Directors of OUTDOOR MEDIA GROUP, INC., at a special meeting of the Board of Directors held on December 2, 1996.

5. There are Six Thousand (6,000) shares of common stock of OUTDOOR MEDIA GROUP, INC., each with \$.10 par value, issued and outstanding, that were entitled to vote on the Plan of Merger. Six thousand (6,000) shares voted in favor of the Plan of Merger and Zero (0) shares were voted against the Plan of Merger at a special meeting of the shareholders of OUTDOOR MEDIA GROUP, INC. held on December 18, 1996.

**EFFECTIVE DATE**

6. The Plan of Merger shall be effective January 1, 1997.

Dated:

OUTDOOR MEDIA GROUP, INC.

By:

Ted C. Ensminger, II  
President

Attested:

Ted C. Ensminger, II  
Secretary

PARADISE PUBLISHING AND  
PROMOTIONS, INC.

By:

Ted C. Ensminger, II  
President

Attested:

Ted C. Ensminger, II  
Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December, 1996, by Ted C. Ensminger, II, the President of Outdoor Media Group, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

NOTARY PUBLIC:

SIGN:

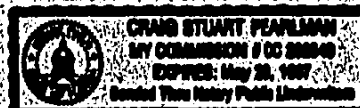
PRINT:

State of Florida at Large

My Commission Expires:

Commission No./Serial No: \_\_\_\_\_

(SEAL)



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December, 1996, by Ted C. Ensinger, II, the President of Paradise Publishing and Promotions, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

NOTARY PUBLIC

SIGN: *Craig S. Pearlman*

PRINT: Craig S. Pearlman

State of Florida at Large

My Commission Expires:

Commission No./Serial No: \_\_\_\_\_

(SEAL)

