

P 95000096019



ACCOUNT NO. : 072100000032
REFERENCE : 216114 4728359
AUTHORIZATION : Patricia Pybit
COST LIMIT : \$ 122.50

FILED
97 JAN -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 9, 1997

ORDER TIME : 11:0 AM

ORDER NO. : 216114-005

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

500002052625--2

ARTICLES OF MERGER

RONDEN ACQUISITION INC.

INTO

RONDEN VENDING CORPORATION

File
1st

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Gail Williams

N. HENDRICKS JAN - 9 1997

EXAMINER'S INITIALS: _____

97 JAN 9 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

RONDEN ACQUISITION, INC., A FLORIDA CORPORATION, P96000103559.

INTO

RONDEN VENDING CORP., a Florida corporation, P95000096019

File date: January 9, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

Articles of Merger
of
Ronden Acquisition, Inc.
with and into
Ronden Vending Corporation

FILED
97 JAN -9 PH 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronden Acquisition, Inc., a Florida corporation, and Ronden Vending Corp., a Florida corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1104 of the Florida Statutes, hereby certify as follows:

1. A plan of merger has been approved by the board of directors of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated December 30, 1996, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State.

3. The merger was adopted and approved by the board of directors of each of the Constituent Corporations on December 30, 1996.

Effective: December 30, 1996.

Ronden Vending Corp.

By: G. David George
G. David George, Chief Executive Officer

Ronden Acquisition, Inc.

By: G. David George
G. David George, President

0113721.01

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement"), dated as of December 30, 1996, by and between Ronden Vending Corp., a Florida corporation ("Ronden Vending") and Ronden Acquisition, Inc., a Florida corporation ("Ronden Acquisition").

BACKGROUND INFORMATION

Ronden Acquisition is a wholly owned subsidiary of Ronden Vending. The board of directors of each of Ronden Vending and Ronden Acquisition, by affirmative vote of a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue or by unanimous written consent of the members of the Board of Directors, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Ronden Acquisition be merged into Ronden Vending, at the conclusion of which Ronden Vending shall remain as the surviving or resulting entity and the corporate existence of Ronden Acquisition shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, Ronden Vending and Ronden Acquisition (collectively the "Constituent Corporations") hereby agree to effect a statutory merger of their respective corporate entities as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of Florida Statutes Section 607.1104, at the Effective Date (as defined below), Ronden Acquisition, a wholly owned subsidiary of Ronden Vending, shall be merged with and into Ronden Vending (the "Merger") and Ronden Vending shall constitute the surviving and resulting corporation of such Merger (Ronden Vending being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of Ronden Acquisition shall cease and Ronden Vending shall continue its corporate existence pursuant to the laws of Florida under its present name.
2. Effective Date. The Merger shall become effective on the date the Articles of Merger reflecting the Merger are filed with the Florida Secretary of State (the "Effective Date").
3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of Ronden Acquisition shall be deemed cancelled and voided.

6. Articles of Incorporation. The articles of incorporation of Ronden Vending in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof, Ronden Vending and Ronden Acquisition have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

Ronden Vending Corp.

By: G. David George
G. David George, Chief Executive Officer

By: Joy Harrington, Secy.
Joy Harrington, Secretary

Ronden Acquisition, Inc.

By: G. David George
G. David George, Chief Executive Officer

By: Joy Harrington
G. David George, Secretary
Joy Harrington

113720.01



P95000096019

ACCOUNT NO. : 072100000032
REFERENCE : 216114 4728359
AUTHORIZATION :
COST LIMIT : \$ 87.50 *Patricia Pizits*

ORDER DATE : January 9, 1997

800002052628--3

ORDER TIME : 11:02 AM

ORDER NO. : 216114-010

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

file and

DOMESTIC AMENDMENT FILING

NAME: RONDEN VENDING CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS JAN 13 1997

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS: _____

FILED
97 JAN -9 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

CSC

TALLAHASSEE, FL

SUBJECT: RONDEN VENDING CORP.
Ref. Number: P95000096019

We have received your document for RONDEN VENDING CORP. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The date of adoption of each amendment must be included in the 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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 097A00001232

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RONDEN VENDING CORP.

FILED
97 JAN -9 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RONDEN VENDING CORP., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of each of Articles I and IV in their entirety and by substituting, in lieu thereof, the following:

"Article I
Corporate Name

The name of the Corporation is VHS Network, Inc.

and

Article IV
Shares

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 25,000,000 shares of preferred stock, each with a par value of \$.001 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title. All shares of each series of Preferred Stock shall be alike in every particular and of equal rank, have the same powers, preferences and rights and be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except in regard to the following particulars, which may differ as to different series:

(a) the annual rate of dividends payable and the dates from which such dividends shall commence to accrue, if at all;

- (b) the amount payable upon a share redemption and the manner in which shares of a particular series may be redeemed;
- (c) the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
- (d) the provisions of any sinking fund established with respect to the shares of a series;
- (e) the terms and rates of conversion or exchange, if shares of a series are convertible or exchangeable; and
- (f) the provisions as to voting rights, if any; provided that the shares of any series of Preferred Stock having voting power shall not have more than one vote per share.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series. The Board of Directors may increase the number of such shares by providing that any unissued shares of Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued shares of Preferred Stock by fixing or altering the terms thereof in respect of the above-referenced particulars and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

The holders of shares of each series shall be entitled to receive, out of any funds legally available therefor, when and as declared by the Board of Directors, cash dividends at such rate per annum as shall be fixed by resolution of the Board of Directors for such series, payable periodically on the dates fixed by the Board of Directors for the series. Such dividends may be cumulative or non-cumulative, deemed to accrue from day to day regardless of whether or not earned or declared, and may commence to accrue on each share of Preferred Stock from such date or dates, all as may be determined and stated by the Board of Directors prior to the issuance thereof. The corporation shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of dividends accrued thereon to the date of such dividend payment, if any.

As long as any shares of Preferred Stock shall remain outstanding, no dividend (other than a dividend payable in shares ranking junior to such Preferred Stock with respect to the payment of dividends or liquidating assets) shall be declared or paid upon, nor shall any distribution be made or ordered in respect of, shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or

liquidating assets, nor shall any monies (other than the net proceeds received from the sale of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets) be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of shares of the Common Stock or of any other class of shares ranking junior to the shares of such Preferred Stock as to dividends or assets unless:

(a) all dividends on the shares of Preferred Stock of all series for past dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current dividend period shall have been paid or declared and set apart for payment; and

(b) the corporation shall have set aside all amounts, if any, required to be set aside as and for sinking funds, if any, for the shares of Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been cured.

The corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of any series of Preferred Stock, subject to such limitations as may be adopted by the Board authorizing the issuance of such shares, by paying therefor in cash the amount which shall have been determined by the Board of Directors, in the resolution authorizing such series, to be payable upon the redemption of such shares at such time. Redemption may be made of the whole or any part of the outstanding shares of any one or more series, in the discretion of the Board of Directors; but if the redemption shall be effected only with respect to a part of a series, the shares to be redeemed may be selected by lot, or all of the shares of such series may be redeemed pro rata, in such manner as may be prescribed by resolution of the Board of Directors.

Subject to the foregoing provisions and to any qualifications, limitations, or restrictions applicable to any particular series of Preferred Stock which may be stated in the resolution providing for the issuance of such series, the Board of Directors shall have authority to prescribe from time to time the manner in which any series of Preferred Stock shall be redeemed.

Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the shares of Preferred Stock of each series shall be entitled, before any distribution shall be made with respect to shares of Common Stock or to any other class of shares junior to the shares of Preferred Stock as to the payment of dividends or liquidating assets, to be paid the full preferential amount fixed by the Board of Directors for such series as herein authorized; but the shares of Preferred Stock shall not be entitled to any further payment and any remaining net assets shall be distributed ratably to all outstanding shares of Common Stock. If upon such liquidation or dissolution of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be insufficient to permit the payment to all outstanding shares of Preferred Stock of all series of the full preferential amounts to which they are respectively entitled, the entire net assets of the corporation shall be distributed ratably to all outstanding shares of Preferred Stock in proportion to the full preferential amount to which each such share is entitled. Neither a consolidation nor a merger of the corporation with or into

any other entity nor the sale of all or substantially all of the assets of the corporation shall be deemed to be a liquidation or dissolution within the meaning of this paragraph.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.1003, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment, declaring its advisability and directing that such amendment be considered by the Shareholders of the Corporation; a majority in interest of the Corporation's single class of voting stock having voted in favor thereof by written action dated January 6, 1997; and the number of votes cast for amendment by the shareholders was sufficient for approval.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Chief Executive Officer and the attestation of its Secretary this ___ day of January 1997.

Attest:

RONDEN VENDING CORP.

By: Joy Harrington, Sect.
Joy Harrington, Secretary

By: G. David George
G. David George, Chief Executive Officer

STATE OF TN.
COUNTY OF DAVIDSON

The foregoing instrument was acknowledged before me, under oath, this ___ day of January 1997 by G. David George, an individual known to me, in his capacity as Chief Executive Officer of RONDEN VENDING CORP., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

sign Linda J. Boone
print LINDA J. BOONE

NOTARY PUBLIC, State of TN.
at Large

My Commission Expires: **MY COMMISSION EXPIRES 1/1/98**

0113722.01