

P96000076774

ARTICLES OF MERGER
Merger Sheet

MERGING:

RADIO UNICA CORP., a Florida corporation, P96000076774

INTO

RADIO UNICA CORP.. a Delaware corporation not qualified in Florida

File date: August 7, 1997

Corporate Specialist: Darlene Connell

08/11/1997, 10:12 . 305-442-4823

8/07/97

P960000 76774

PAGE 01

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4

((H97000013005 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226

ACCT#: 0766240034

FAX #: (305) 442-4800

NAME: RADIO UNICA CORP.

AUDIT NUMBER.....H97000013005

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG -7 PM 4:30

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Perger

08-11-97

DC

08/08/1997 17:09 . 305-442-4829

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3/07/97

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-40

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305)444-6226

ACCT#: 0766240034

FAX #: (305)442-48

NAME: RADIO UNICA CORP.

AUDIT NUMBER.....H97000013005

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

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DEL.METHOD.. FAX

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8/07/97

FLORIDA DIVISION OF CORPORATIONS
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4:

((H97000013005 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-40

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226

ACCT#: 0766240034

FAX #: (305) 442-4829

NAME: RADIO UNICA CORP.

AUDIT NUMBER.....H97000013005

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

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CERT. COPIES.....1

DEL.METHOD.. FAX

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PAGE 01

8/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:

((H97000013005 8))

O: DIVISION OF CORPORATIONS

FAX #: (850)922-40

FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA,
CONTACT: CARLOS F ARAZOZA
PHONE: (305)444-6226

ACCT#: 0766240034

FAX #: (305)442-48

NAME: RADIO UNICA CORP.

AUDIT NUMBER.....H97000013005

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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97 AUG -8 AM 7:17

FLORIDA DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 8, 1997

RADIO UNICA CORP.
2 ALCAHRA PLAZA
STE 508
CORAL GABLES, FL 33134US

SUBJECT: RADIO UNICA CORP.
REF: F96000076774

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The cover sheet and first page of the merger were the only legible pages.

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 (850) 487-6906.

Darlana Connell
Corporate Specialist

FAX Aud. #: H97000013005
Letter Number: 697A00040362

August 8, 1997

RADIO UNICA CORP.
2 ALGAMBRA PLAZA
STE 508
CORAL GABLES, FL 33134US

SUBJECT: RADIO UNICA CORP.
REF: P96000076774

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

The document must be entitled Articles of Merger.

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

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013005
Letter Number: 997A00040440

H97000013005

ARTICLES OF MERGER
OF
RADIO UNICA CORP.
(a Delaware corporation)
AND
RADIO UNICA CORP.
(a Florida corporation)

FILED
97 AUG - 7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of of Sections 607.1105 and 607.1107 of Florida Statutes, these Articles of Merger provide that:

1. RADIO UNICA CORP., a Florida corporation, shall be merged with and into RADIO UNICA CORP., a Delaware corporation, which shall be the surviving corporation.

2. The merger shall become effective on August 7, 1997 both of these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Delaware (the "Effective Time").

3. The Agreement and Plan of Merger dated August 7, 1997, 1997 pursuant to which RADIO UNICA CORP., a Florida corporation, shall be merged with and into RADIO UNICA CORP., a Delaware corporation, (the "Merger"), was adopted by all of the shareholders of both corporations by written consent dated August 7th 1997 and is attached hereto as Exhibit "A".

RADIO UNICA CORP.
a Delaware corporation

By: Joaquin Blaya
Joaquin Blaya
Chief Executive Officer

RADIO UNICA CORP.
a Florida corporation

By: Joaquin Blaya
Joaquin Blaya
Chief Executive Officer

Prepared by: Adelaida Fernandez-Fraga, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 435058

By: JOAQUIN BLAYA
Its: CHIEF EXECUTIVE OFFICER

H97000013005

H97000013005

AGREEMENT AND PLAN OF MERGER**BETWEEN**

RADIO UNICA CORP.
(a Delaware corporation)

AND

RADIO UNICA CORP.
(a Florida corporation)

Agreement and Plan of Merger dated this August 7, 1997 pursuant to section 252 of the General Corporation Law of Delaware, between RADIO UNICA CORP., a Delaware corporation, and RADIO UNICA CORP., a Florida corporation.

WITNESSETH that:

WHEREAS, all the constituent corporations (the "Constituent Corporations") desire to merge into a single corporation and

NOW THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: RADIO UNICA CORP. a Delaware corporation hereby merges (the "Merger") into itself RADIO UNICA CORP., a Florida corporation (the "Merged Company") and said RADIO UNICA CORP., a Delaware corporation shall be the surviving corporation (the "Surviving Company").

SECOND: That the Certificate of Incorporation of RADIO UNICA CORP., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares of the Surviving Corporation shall be as follows:

a) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Merger and all rights in respect thereof shall forthwith be changed and converted into shares of preferred and common stock as follows:

SHAREHOLDER	<u>COMMON STOCK</u> <u>Florida corp.</u> <u>\$1.00 par value</u>	<u>PREFERRED STOCK</u> <u>Delaware corp.</u> <u>\$100.00 par</u>	<u>COMMON STOCK</u> <u>Delaware corp.</u> <u>\$10.00 par</u>
Joaquin Blaya	3,450	1,707.75	172.50
Herbert M. Levin	3,450	1,707.75	172.50
Andrew Goldman	1,600	792.00	80.00
Alan Stess	1,000	495.00	50.00
Barrett Alley	500	247.50	25.00

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b) After the effective date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common and preferred stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the Merged corporation to be converted into the stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporation purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall be continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) The Merger shall become effective on August 7, 1997.

(d) Upon the Merger becoming effective (the "Effective Time") the Surviving Corporation shall possess and retain every Interest in all assets and property of every description, wherever located of each of the Constituent Corporations. 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 or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Chief Executive Officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 7th day of August 1997.

RADIO UNICA CORP., a
Delaware corporation

By: 
Joaquin Blaya, CEO

RADIO UNICA CORP., a
Florida corporation

By: 
Joaquin Blaya, CEO

H97000013005

H97000013005

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF DADE

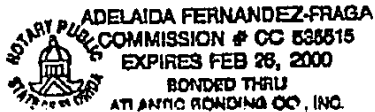
The foregoing instrument was acknowledged before me this 7th day of August, 1997, by Joaquin Blaz, as Chief Executive Officer of RADIO UNICA CORP., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Signature

Printed Name Adelaida Fernandez-Fraga

State of Florida at Large (Seal)
My Commission Expires:



ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF DADE

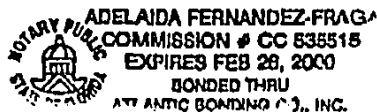
The foregoing instrument was acknowledged before me this ____ day of _____, 19____, by Joaquin Blaz, as Chief Executive Officer of RADIO UNICA CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Signature

Printed Name Adelaida Fernandez-Fraga

State of Florida at Large (Seal)
My Commission Expires:



H97000013005