

P96000088366



ACCOUNT NO. : 072100000032

REFERENCE : 417960 4323092

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

FILED
2002 FEB 28 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 27, 2002

ORDER TIME : 11:07 AM

ORDER NO. : 417960-010

CUSTOMER NO: 4323092

CUSTOMER: Ms. Michelle Brandeis
Mandel Resnik & Kaiser, P.c.
220 East 42nd Street
20th Floor
New York, NY 10017

000005026690--7

ARTICLES OF MERGER

CONVENIENCE STORE MEDIA, INC.

INTO

CONVENIENCE STORE MEDIA, INC.

EFFECTIVE DATE

03-01-02

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 FEB 28 PM 12:08
DIVISION OF CORPORATION

C. Coulliette FEB 28 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONVENIENCE STORE MEDIA, INC., a New York corporation not qualified

INTO

CONVENIENCE STORE MEDIA, INC., a Florida entity, P96000088366

File date: February 28, 2002, effective March 1, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
CONVENIENCE STORE MEDIA, INC.
AND
CONVENIENCE STORE MEDIA, INC.

FILED
2002 FEB 28 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Convenience Store Media, Inc., a New York Corporation, ("CSM-NY") with and into Convenience Store Media, Inc., a Florida corporation, ("CSM-F").

2. The merger of CSM-NY with and into CSM-F is permitted by the laws of the jurisdiction of organization of CSM-NY and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of CSM-NY was February 23, 2002.

3. The shareholders and directors of CSM-F entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on February 23, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:00 a.m. on March 1, 2002.

Executed on February 23, 2002

EFFECTIVE DATE
03-01-02

CONVENIENCE STORE MEDIA, INC.
(a New York Corporation)

By: 
Chester Richman, President

CONVENIENCE STORE MEDIA, INC.
(a Florida Corporation)

By: 
Chester Richman, President

PLAN OF MERGER adopted for CONVENIENCE STORE MEDIA, INC. ("CSM-NY"), a business corporation organized under the laws of the State of New York, by resolution of its Shareholders and Board of Directors on February 23, 2002, and adopted for CONVENIENCE STORE MEDIA, INC. ("CSM-F"), a business corporation organized under the laws of the State of Florida, by resolution of its Shareholders and Board of Directors on February 23, 2002. The names of the corporations planning to merge are Convenience Store Media, Inc., a business corporation organized under the laws of the State of New York, and Convenience Store Media, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which CSM-NY plans to merge is Convenience Store Media, Inc., a Florida corporation.

1. CSM-NY and CSM-F shall, pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Convenience Store Media, Inc. (a Florida corporation), which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of CSM-NY, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

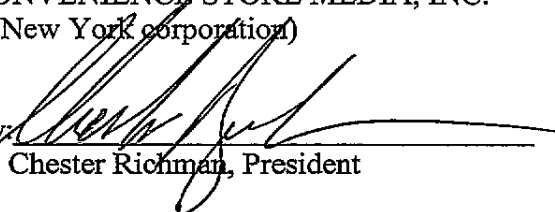
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

CONVENIENCE STORE MEDIA, INC.
(a New York corporation)

By 
Chester Richman, President

CONVENIENCE STORE MEDIA, INC.
(a Florida corporation)

By 
Chester Richman, President