

ARTICLES OF MERGER Merger Sheet

MERGING:

ICN HOLDING CORP., a Florida corporation, #P96000090044

INTO

ICN SOUTHWESTERN IMAGES, INC.. a Texas corporation not qualified in Florida

File date:

Corporate Specialist: Karen Gibson

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 400002143464-3 -04/21/97-01006-003 ****122.50 ****122.50		
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Annual Report Fictitious Name Name Reservation	Foreign Limited Partnership Reinstatement Trademark	HOLD FOR PICKUP BY UCC SERVICES
	Other	

Examiner's Initials

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1101, <u>et seq.</u>, of the Florida Business Organizations Act, ICN Holding corp., a Florida corporation ("<u>ICN</u>"), and ICN Southwestern Images, Inc., a Texas corporation ("<u>Southwestern</u>"), adopt the following Articles of Merger:

- 1. The Plan of Merger that has been approved by each of the parties to the merger in the manner prescribed by their constituent documents, the Texas Business Corporation Act and the Florida Business Organizations Act, and is attached as <u>Exhibit</u> A hereto.
- 2. The name of the surviving corporation is ICN Southwestern Images, Inc.
- 3. The sole shareholder of ICN approved the merger as required by the Florida Business Organizations Act by written consent.

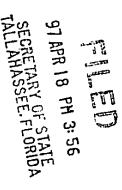
DATED EFFECTIVE: April 9, 1997.

ICN Holding Corp., a Florida corporation

By:

ICN Southwestern Images, Inc., a Texas corporation

By: A. Kemal Arin, President



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PLAN OF MERGER

OF

ICN HOLDING CORP., A FLORIDA CORPORATION WITH AND INTO ICN SOUTHWESTERN IMAGES, INC., A TEXAS CORPORATION

ICN Holding Corp., a Florida corporation ("ICN"), and ICN Southwestern Images, Inc., a Texas corporation ("Southwestern"), hereby enter into this Plan of Merger, which has been duly approved by their respective Boards of Directors:

- 1. Names of Parties to Merger:
 - A. ICN Holding Corp., a Florida corporation; and
 - B. ICN Southwestern Images, Inc., a Texas corporation
- 2. Terms and Conditions of Merger. Pursuant to Article 5.01, et seq., of the Texas Business Corporation Act, as amended, and Section 607.1101 the Florida Business Organizations Act (the "Acts"), if this Plan of Merger is approved by the respective Board of Directors of ICN and Southwestern, ICN shall be merged with and into Southwestern, and Southwestern shall be the surviving corporation. Upon the merger becoming effective, the existence of ICN as a distinct entity shall cease, and Southwestern shall succeed, without other transfer, to all rights and properties of ICN and Southwestern shall be subject to all the debts and liabilities of ICN in the same manner as if Southwestern had itself incurred the debts and liabilities. All rights of creditors and liens on the property of ICN shall remain in force with respect to property affected by the liens immediately prior to the merger. Southwestern shall be obligated for the payment of the fair value of any shares held by a shareholder of ICN who has complied with the requirements of the Acts for the recovery of the fair value of its shares.
- 3. <u>Treatment of ICN Shareholders</u>. As the shareholders of Southwestern and ICN, and their share ownership in the corporations are identical, the shareholders of ICN shall not receive anything for their shares, but shall continue to own an identical number of shares in Southwestern. It shall not be necessary for holders of ICN common stock to surrender their share certificates.
- 4. <u>Articles of Incorporation of Southwestern</u>. The Articles of Incorporation of Southwestern, the successor to the merger, shall continue to be its Articles of Incorporation after the merger.
 - 5. <u>Effective Date</u>. The merger shall be effective April 9, 1997.

6. <u>Termination</u>. At any time prior to the effective date, this Plan of Merger may be terminated by the Board of Directors of either party hereto.

IN WITNESS WHEREOF, the parties to the merger sign it effective as of April 9, 1997.

ICN Holding Corp., a Florida corporation

By: ______

ICN Southwestern Images, Inc., a Texas corporation

HS: president