

P960000 90044

ARTICLES OF MERGER  
Merger Sheet

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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

CONT

OFFICE USE ONLY (Document #)

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<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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Examiner's Initials

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1101, et seq., of the Florida Business Organizations Act, ICN Holding corp., a Florida corporation ("ICN"), and ICN Southwestern Images, Inc., a Texas corporation ("Southwestern"), 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 Exhibit 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: 

A. Kemal Arin, President

ICN Southwestern Images, Inc., a Texas  
corporation

By: 

A. Kemal Arin, President

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. J. WALTERS & ASSOC.

9547242006

F. 02

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ICN HOLDING CORP  
8415 W MCNAB RD  
TAMPA FL 33621

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THIS LETTER WILL SERVE TO CONFIRM THAT THERE ARE NO OUTSTANDING SALES AND  
USE TAX LIABILITIES ON RECORD AGAINST THE REFERENCED ACCOUNT AT THIS TIME.  
THIS STATEMENT IS BASED ON INFORMATION AVAILABLE AT THIS TIME AND DOES NOT  
CONSTITUTE A CERTIFICATE OF RELEASE OF LIABILITY AS REQUIRED BY CHAPTER  
212.10 (1), F.S.

SHOULD YOU REQUIRE FURTHER ASSISTANCE, PLEASE CONTACT THE ABOVE-MENTIONED  
TAXPAYER SERVICE CENTER.

-True 2/8-7

SIGNATURE

*[Handwritten Signature]*  
20168

REVENUE SPECIALIST  
TITLE/POSITION # 20168

**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. Treatment of ICN Shareholders. 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. Articles of Incorporation of Southwestern. The Articles of Incorporation of Southwestern, the successor to the merger, shall continue to be its Articles of Incorporation after the merger.

5. Effective Date. The merger shall be effective April 9, 1997.

6. Termination. 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: \_\_\_\_\_

Its: president

ICN Southwestern Images, Inc., a Texas  
corporation

By: \_\_\_\_\_

Its: president