

LAW OFFICES

PETER W. METTLER

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P96000094669

December 20, 1996

Secretary of State
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

300002037173--5
-12/24/96--01109--010
*****70.00 *****70.00

Re: CJC Television, Inc., a Texas Corporation merging
into CJC Entertainment, Inc., a Florida corporation

Dear Sirs:

Pursuant to your instructions, enclosed please find the
following regarding the above-referenced merger:

1. Articles of Merger CJC Television, Inc., a Texas Corporation into CJC Entertainment, Inc., a Florida Corporation;
2. Plan of Merger CJC Television, Inc., a Texas Corporation into CJC Entertainment, Inc., a Florida Corporation;
3. Our Firm's Check in the amount of \$70.00 representing the filing fee; and
4. Certificate of Account Status from the State of Texas.

Should you require anything further, please do not hesitate to telephone me or my legal assistant, Tami Rabellino, at 561/832-7600.

Sincerely yours,

Peter W. Mettler

PWM/tr
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 23 11:10 AM

APPROVED
AND
FILED

Merg
P96000094669
12-23-96

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CJC TELEVISION, INC., a Texas corporation not qualified in the state of Florida

INTO

CJC ENTERTAINMENT, INC., a Florida corporation, P96000094669.

File date: December 23, 1996

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

CJC TELEVISION, INC., a
Texas Corporation

INTO

CJC ENTERTAINMENT, INC., a
Florida Corporation

ARTICLES OF MERGER between CJC TELEVISION, INC., a Texas Corporation and CJC ENTERTAINMENT, INC., a Florida Corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") CJC TELEVISION, INC., a Texas Corporation and CJC ENTERTAINMENT, INC., a Florida corporation adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated as of December 1, 1996 ("Plan of Merger") between CJC TELEVISION, INC., a Texas Corporation and CJC ENTERTAINMENT, INC., a Florida corporation, was approved and adopted by the shareholders of CJC TELEVISION, INC., a Texas Corporation on November 19, 1996 and was adopted by the shareholders of CJC TELEVISION, INC. on November 19, 1996.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of CJC TELEVISION, INC., a Texas Corporation stock will be acquired by means of a merger of CJC TELEVISION, INC., a Texas Corporation into CJC ENTERTAINMENT, INC., a Florida corporation, the surviving corporation.

960123
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the parties have set their hands this
19th day of November, 1996.

CJC TELEVISION, INC., a Texas
Corporation

By: [Signature]
President/Shareholder/
Director

CJC ENTERTAINMENT, INC., a
Florida Corporation

By: [Signature]
President/Shareholder/
Director

PLAN OF MERGER

CJC TELEVISION, INC., a
Texas Corporation

INTO

CJC ENTERTAINMENT, INC. a
Florida Corporation

96 DEC 23 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN AND AGREEMENT OF MERGER (hereinafter called "this agreement"), dated as of December 1, 1996 by and between CJC TELEVISION, INC., a Texas corporation (hereinafter called "Texas Corporation"), and CJC ENTERTAINMENT, INC., a Florida Corporation (hereinafter called "Florida Corporation"), said corporations being hereafter sometimes collectively referred to as the "Constituent Corporations"),

W I T N E S S E T H

WHEREAS, Texas Corporation is a corporation duly authorized and existing under the laws of the State of Texas, having been incorporated on June 7, 1991 under the name CJC Teleivison, Inc., and Florida Corporation is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 19, 1996 under that name; and

WHEREAS, the authorized capital stock of Texas Corporation consists of 1,000 shares of common stock, one dollar par value, of which 1,000 are outstanding; and

WHEREAS, the authorized capital stock of Florida Corporation consists of 1000 shares of common stock, one dollar par value, of which 1000 shares are outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Texas and Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Texas and Florida, that the Constituent Corporations shall be merged into a single corporation, to wit: CJC ENTERTAINMENT, INC., a Florida corporation, one of the Constituent Corporations, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I

Effective Time of the Merger

At the effective time of the Merger, the separate existence of Texas Corporation shall cease and Texas Corporation shall be merged into the Surviving Corporation.

ARTICLE II

Governing Law

The laws which are to govern the Surviving Corporation are the laws of the State of Florida.

ARTICLE III

By-Laws

The By-Laws of Texas Corporation at the effective time of the Merger shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV

Directors and Officers

The Directors of Texas Corporation at the effective time of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the By-Laws of the Surviving Corporations, the officers of Texas Corporation at the effective time of the Merger shall be the officers of the Surviving Corporation.

ARTICLE V

Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. Florida Corporation's Common Stock. None of the shares of Common Stock, one dollar par value per share of Florida Corporation issued at the effective time of the Merger shall be converted as a result of the Merger, but all of such shares (including shares held in the treasury) shall remain issued shares of Common Stock of the Surviving Corporation.

2. Texas Corporation's Common Stock. At the effective time of the Merger, each share of Common stock, one dollar par value per share, of Texas Corporation issued and outstanding shall be converted into and become one share of one dollar par value Common Stock of the Surviving Corporation.

3. Surrender of Texas Corporation Certificates. As soon as practicable after the Merger becomes effective, the stock certificates representing Common Stock of Texas Corporation issued and outstanding at the time the Merger becomes effective shall be surrendered for exchange to the Surviving Corporation as above provided.

ARTICLE VI

Effect of the Merger

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Constituent

Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the Constituent Corporations as at the effective time of the merger, shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent

Corporations.

ARTICLE VIII

Approval of Shareholders; Filing of Certificate of Merger

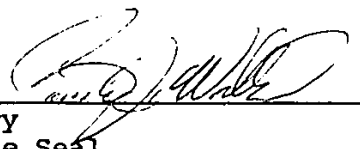
This agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by law and their respective certificates of incorporation at meetings which shall be held on or before November 19, 1996, or such later date as the Boards of Directors of the Constituent Corporations shall mutually approve.

IN WITNESS WHEREOF, this Agreement has been signed by a majority of the directors of each of the Constituent Corporations and each of the Constituent Corporations has caused its corporate seal to be hereunto affixed and attested by the signature of its Secretary or an Assistant Secretary, all as of the day and year first above written.

CJC TELEVISION, INC., a Texas Corporation

By: 
President/Director

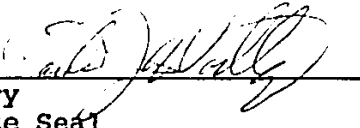
Attest:


Secretary
Corporate Seal

CJC ENTERTAINMENT, INC., a Florida Corporation

By: 
President/Director

Attest:


Secretary
Corporate Seal

The foregoing Plan and Agreement of Merger, having been duly executed by a majority of the directors of Texas Corporation and Florida Corporation, respectively, under the corporate seals of the respective corporations, and the said Plan and Agreement of Merger having been duly approved or adopted by the Boards of Directors, and duly approved or adopted by the stockholders, of each of said corporations in the manner provided by the laws of their respective states of incorporation, the Chairman of the Board and the President and the Secretary of said corporations do now execute this Plan and Agreement of Merger under the respective seals of said corporations by the authority of the directors and stockholders of each, as the act, deed and agreement of each of said corporations on this 19th day of November, 1996

CJC TELEVISION, INC., a Texas Corporation

By: [Signature]
Chairman of the Board and
President/Secretary

(Corporate Seal)

CJC ENTERTAINMENT, INC., a Florida Corporation

By: [Signature]
Chairman of the Board and
President/Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF PALM BEACH

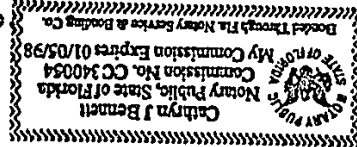
The foregoing instrument was acknowledged before me this 19th day of November, 1996 by CONSTANCE WODLINGER of CJC TELEVISION, INC., a Texas Corporation, on behalf of the corporation. She is personally known to me or has produced a Florida Driver License as identification and did (did not) take an oath.

(Seal)

Cathryn J. Bennett
Notary Public

Cathryn J. Bennett
Printed Notary Name

Commission Exp. _____
Commission No. _____



STATE OF FLORIDA

COUNTY OF PALM BEACH

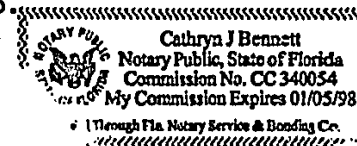
The foregoing instrument was acknowledged before me this 19th day of November, 1996 by CONSTANCE WODLINGER of CJC ENTERTAINMENT, INC., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced a FLA.D.L. as identification and did (did not) take an oath.

(Seal)

Cathryn J. Bennett
Notary Public

Cathryn J. Bennett
Printed Notary Name

Commission Exp. _____
Commission No. _____





COMPTROLLER OF PUBLIC ACCOUNTS
STATE OF TEXAS
AUSTIN, 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY
that according to the current records of this office

CJC TELEVISION INC

is out of business, that all required reports for taxes administered by the Comptroller have been
filed and that taxes due on those reports have been paid. This certificate may be used for the
purpose of dissolution, merger or withdrawal with the Texas Secretary of State.

This certificate is valid through December 31, 1996.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the
City of Austin, this
20th day of December, 1996 A.D.

A handwritten signature in cursive script, appearing to read "John Sharp".

JOHN SHARP
Comptroller of Public Accounts