



P96000103559

REFERENCE : 201628 4728359

AUTHORIZATION :

Patricia Payton

COST LIMIT : \$ 122.50

ORDER DATE : December 26, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 201628-005

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst  
BUSH ROSS GARDNER WARREN &  
RUDY  
220 South Franklin Street

0111121199139--9

Tampa, FL 33602

DOMESTIC FILING

NAME: RONDEN ACQUISITION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX \_\_\_\_\_ CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 26 AM 11:25  
DIVISION OF EDUCATION  
EFFECTIVE DATE  
Dec. 24, 1996

DMC  
12/26/9K

ARTICLES OF INCORPORATION  
OF  
RONDEN ACQUISITION, INC.

FILED  
96 DEC 26 PM 3:51  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

Corporate Name and Principal Office

Dec. 24, 1996

The name of this corporation is RONDEN ACQUISITION, INC. and its principal office and mailing address is 989 West Kennedy Blvd, Suite 201, Orlando, Florida 32819.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on December 24, 1996.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Stephanie Conn

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

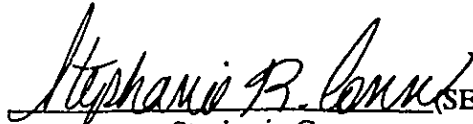
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this \_\_\_\_ day of December 1996.

 (SEAL)  
Stephanie Conn

0113664.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

**FILED**

96 DEC 26 PM 3:51

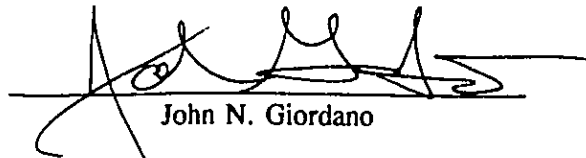
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, **RONDEN ACQUISITION, INC.**, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**RONDEN ACQUISITION, INC.**

By   
Stephanie Conn, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
John N. Giordano

0113664.01

P96000103559

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

VIDEO HOME SHOPPING, INC., a Tennessee corporation, not qualified in  
Florida

INTO

RONDEN ACQUISITION, INC., a Florida corporation, P96000103559.

File date: December 27, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES  
CORPORATION  
COMPANY

P96000103559

ACCOUNT NO. : 072100000032

REFERENCE : 202834 4728359

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Poyte*

ORDER DATE : December 27, 1996

ORDER TIME : 9:21 AM

ORDER NO. : 202834-005

CUSTOMER NO: 4728359

CUSTOMER: John Giordano, Esq  
Bush Ross Gardner Warren &  
220 South Franklin Street

Tampa, FL 33602

FILED  
96 DEC 27 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80000021958--0

ARTICLES OF MERGER

VIDEO HOME SHOPPING, INC.

INTO

RONDEN ACQUISITION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 27 AM 10:50  
DIVISION OF CORPORATION

*Morgan*  
*12/27*

Articles of Merger  
of  
Video Home Shopping, Inc.  
with and into  
Ronden Acquisition, Inc.

95 DEC 27 PM 12:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

\*\*\*\*\*  
Video Home Shopping, Inc., a Tennessee corporation, and Ronden Acquisition, Inc., a Florida corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1105 of the Florida Statutes and §48-21-107 of the Tennessee Business Corporation Act, hereby certify as follows:

1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated December 19, 1996, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be December 26, 1996.

3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations on December 19, 1996.

Effective: December 26, 1996.

Video Home Shopping, Inc.

By: \_\_\_\_\_  
G. David George, Chief Executive Officer

Ronden Acquisition, Inc.

By: Pamela J. Wilkerson  
Pamela J. Wilkerson, President



**Articles of Merger  
of  
Video Home Shopping, Inc.  
with and into  
Ronden Acquisition, Inc.**

\*\*\*\*\*

Video Home Shopping, Inc., a Tennessee corporation, and Ronden Acquisition, Inc., a Florida corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1105 of the Florida Statutes and §48-21-107 of the Tennessee Business Corporation Act, hereby certify as follows:

1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations. A copy of the Agreement and Plan of Merger, dated December 19, 1996, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be December <sup>26</sup> 1996. (26)

3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations on December 19, 1996.

Effective: December <sup>26</sup> 1996. (26)

Video Home Shopping, Inc.

By: G. David George  
G. David George, Chief Executive Officer

Ronden Acquisition, Inc.

By: \_\_\_\_\_  
Pamela J. Wilkerson, President

## **AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger ("Agreement"), dated as of December 20, 1996, by and between Ronden Vending Corp., a Florida corporation ("Ronden Vending"); Ronden Acquisition, Inc., a Florida corporation ("Ronden Acquisition"); and Video Home Shopping, Inc., a Tennessee corporation ("VHS").

### **BACKGROUND INFORMATION**

The board of directors of each of Ronden Vending, Ronden Acquisition and VHS, by affirmative vote of a majority of the members of each such board furnished at a meeting properly noticed and convened to consider and act upon such issue or by unanimous written consent of the members of the Board of Directors, has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that VHS be merged into Ronden Acquisition, at the conclusion of which Ronden Acquisition, shall remain as the surviving or resulting entity and the corporate existence of VHS shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Agreement, and have recommended the adoption of this plan of merger, and its underlying transactions, by the shareholders of each entity. Accordingly, in consideration of the representations, covenants, agreements and other provisions set forth herein, Ronden Vending, Ronden Acquisition and VHS hereby agree to effect a statutory merger of Ronden Acquisition and VHS (collectively the "Constituent Corporations") as follows:

### **OPERATIVE PROVISIONS**

1. **Merger.** In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), VHS, a Tennessee corporation shall be merged with and into Ronden Acquisition, a Florida corporation (the "Merger") and Ronden Acquisition, a Florida corporation shall constitute the surviving and resulting corporation of such Merger (Ronden Acquisition being hereinafter sometimes referred to as the "Surviving Corporation"). The separate and corporate existence of VHS shall cease and Ronden Acquisition shall continue its corporate existence pursuant to the laws of Florida under its present name.

2. **Effective Date.** The Merger shall become effective on December 26, 1996 (the "Effective Date").

3. **Surviving Corporation.** The Surviving Corporation shall possess and retain every interest in all assets and property of every description. 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 and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of VHS shall be deemed cancelled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to Ronden Acquisition, the shares of the common stock of VHS outstanding prior to the Merger will be transformed and converted into an aggregate of 10,461,500 shares of the common stock of Ronden Vending.

6. Articles of Incorporation. The articles of incorporation of Ronden Acquisition in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof, Ronden Vending, Ronden Acquisition and VHS have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

Ronden Vending Corp.

By: Pamela J. Wilkerson  
Pamela J. Wilkerson, President

Ronden Acquisition, Inc.

By: Pamela J. Wilkerson  
Pamela J. Wilkerson, President

Video Home Shopping, Inc.

By: \_\_\_\_\_  
G. David George, Chief Executive Officer

to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of VHS shall be deemed cancelled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to Ronden Acquisition, the shares of the common stock of VHS outstanding prior to the Merger will be transformed and converted into an aggregate of ~~10,000,000~~ shares of the common stock of Ronden Vending. 10,464,500 (GDC)

6. Articles of Incorporation. The articles of incorporation of Ronden Acquisition in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.

7. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original.

In witness whereof, Ronden Vending, Ronden Acquisition and VHS have caused this Agreement and Plan of Merger to be executed by their respective officers thereunto duly authorized as of the date first written above.

Ronden Vending Corp.

By: \_\_\_\_\_  
Pamela J. Wilkerson, President

Ronden Acquisition, Inc.

By: \_\_\_\_\_  
Pamela J. Wilkerson, President

Video Home Shopping, Inc.

By:   
G. David George, Chief Executive Officer

P96000103559

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

RONDEN ACQUISITION, INC., A FLORIDA CORPORATION, P96000103559.

INTO

**RONDEN VENDING CORP.**, a Florida corporation, P95000096019

File date: January 9, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50