

P96 00010 4011

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SIGNS NOW CORPORATION, an Alabama corporation, P09691

INTO

SIGNS NOW II CORPORATION which changed its name to

**SIGNS NOW CORPORATION**, a Florida corporation, P96000104011

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Linda Stitt

12/30/96

FAX 813/229-1447

RUDNICK & WOLFE

1001

**P96000104011**

12/30/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL18  
CORPORATE NAME: SIGNS NOW II CORPORATION

SUB-ACCOUNT NUMBER:  
METHOD OF DELIVERY: F  
FAX PHONE NUMBER: (813)229-1447  
MAILING NAME/ADDRESS: RUDNICK & WOLFE  
101 E KENNEDY  
SUITE 2000  
TAMPA

FL 33602-0000 US

CERTIFICATE(S) REQUESTED: NO  
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

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10:26 AM

((H96000018119 3)))

TO: DIVISION OF CORPORATIONS  
FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
PHONE: (813)229-2111

FAX #: (904)922-4000  
ACCT#: 076424002364  
FAX #: (813)229-1447

NAME: SIGNS NOW II CORPORATION  
AUDIT NUMBER.....H96000018119  
DOC TYPE.....MERGER OR SHARE EXCHANGE  
CERT. OF STATUS..0 PAGES..... 15  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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TALLAHASSEE, FLORIDA

58814.0000  
EFFECTIVE DATE

12-31-96

51-111111  
03 DEC 30 1996

Corporation + NC ✓  
Linda

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**ARTICLES OF MERGER BETWEEN SIGNS NOW CORPORATION  
AND SIGNS NOW II CORPORATION**

Pursuant to Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Signs Now Corporation ("SNC") and Signs Now II Corporation ("Survivor") adopt the following Articles of Merger for the purpose of merging SNC into the Survivor, the latter of which is to survive the merger and amending the Survivor's Articles of Incorporation to change its name to Signs Now Corporation.

**ARTICLE I**

The Plan of Merger is attached as Exhibit "A."

**ARTICLE II**

The Article I of the Articles of Incorporation of Signs Now II Corporation is amended in its entirety to read as follows:

**I. Name**

The name of the corporation is Signs Now Corporation."

**ARTICLE III**

Effective date of the merger shall be December 31, 1996.

**ARTICLE IV**

SNC adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholders and unanimous written consent of the Board of Directors pursuant to Section 10-2B-11.03 of the Alabama Business Corporation Act. The Survivor adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholder and the unanimous written consent of the Board of Directors pursuant to Section 607.1103 of the Florida Business Corporation Act. The number of shares of capital stock of each of the corporations outstanding at the time of such adoptions was 2,000,000 shares of common stock and no shares of preferred stock, all shares of said common stock being entitled to vote thereon. The number of shares of common stock voted by the shareholders of each corporation for said Plan of Merger was 2,000,000 and the number voted against was 0, constituting a sufficient number of votes of both corporations to approve the merger.

Prepared by: Andrew L. McIntosh  
Florida Bar No. 0881041  
c/o Rudnick & Wolfe  
101 East Kennedy Boulevard, Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

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**EFFECTIVE DATE**

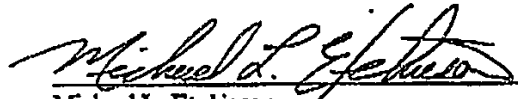
12-31-96

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IN WITNESS WHEREOF, the undersigned have executed this document as of this 30th day of December, 1996.



Michael L. Etchieson  
as President of Signs Now Corporation



Michael L. Etchieson  
as President of Signs Now II Corporation

STATE OF FLORIDA )  
COUNTY OF Manatee ) SS.

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by Michael L. Etchieson, as President of Signs Now Corporation, an Alabama corporation, on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



"OFFICIAL SEAL"  
Catherine E. Polich  
My Commission Expires 3/10/97  
Commission #CC 263934

(Notarial Seal)



NOTARY PUBLIC

Print Name: Catherine E. Polich

State of Florida at Large

Commission No.: CC 263934

My Commission Expires:

3-10-97

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STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF Manatee                    )

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by Michael L. Etchieson, as President of Signs Now II Corporation, a Florida corporation, on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



"OFFICIAL SEAL"  
Catherine E. Polich  
My Commission Expires 3/10/97  
Commission #CC 263934

(Notarial Seal)

Catherine E. Polich  
NOTARY PUBLIC  
Print Name: Catherine E. Polich  
State of FLORIDA at Large  
Commission No.: CL 263934  
My Commission Expires:

3-10-97

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# EXHIBIT A

## PLAN OF MERGER

Signs Now Corporation, an Alabama corporation ("SNC"), and Signs Now II Corporation, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 10-2B-11.01 of the Alabama Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.

- a) The names of each corporation planning to merge are:

- (i) Signs Now Corporation
- (ii) Signs Now II Corporation

- b) The name of the surviving corporation is:

Signs Now II Corporation

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of SNC shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of SNC without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of SNC, and neither the rights of the creditors nor any liens on the property of SNC shall be impaired by the merger.

- d) The Articles of Incorporation of SNC are filed in the County of Mobile in the State of Alabama.

- e) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger, and
  - (ii) Each share of SNC's stock that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger.
- f) The assets of SNC shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital

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surplus, and earned surplus of SNC and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the survivor.

- g) Pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act on the effective date of the merger the Articles of Incorporation of the survivor are amended as follows:

- (i) Article I of the Articles of Incorporation of Signs Now II Corporation is hereby amended to read as follows:

"I. Name

The name of the corporation is Signs  
Now Corporation."

- h) Effective date of the merger shall be December 31, 1996.