

P97000025918

GREENBERG TRAVIS

ATTN: FRED F. HARRIS, JR.  
(Requestor's Name)

101 E. COLLEGE AVE.  
(Address)

904/222-6891  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CALL TUNE WHEN READY  
222-6891

400002146344--9  
-04/17/97--01067--002  
\*\*\*\*227.50 \*\*\*\*227.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GCM Acquisition Corp. Articles of Merger (5 parties)  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

please call

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

97 APR -8 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED

97 APR -8 PM 12:53

DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<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
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/10

gony merger LC

Examiner's Initials

P97000025918

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GOLD COAST MEDIA, INC., a Florida corporation, P93000027034

COAST TO COAST DIRECT, INC., a Florida corporation, P94000030476

BACKEND INC., a Florida corporation, P94000003027

PSYCHIC OPERATORS, INC., a Florida corporation, P94000002848

INTO

GCM ACQUISITION CORP. which changed its name to

**GOLD COAST MEDIA, INC.**, a Florida corporation, P97000025918

File date: April 8, 1997

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1997

GREENBERG TRAUIG  
ATTN: FRED F. HARRIS, JR.  
TALLAHASSEE, FL

SUBJECT: GCM ACQUISITION CORP.  
Ref. Number: P97000025918

RECEIVED  
97 APR -9 PM 4:00  
DIVISION OF CORPORATIONS

We have received your document for GCM ACQUISITION CORP. and check(s) totaling \$227.50. However, your check(s) and document are being returned for the following:

The records of this office show the correct name of one of the merging entities to be BACKEND INC. -- please remove the comma from the name throughout the document.

Number seven of the document states that the officers of Gold Coast shall become the officers of the Surviving Corporation, if this is the case, the new officers and their addresses must be set forth within the merger documents or on an attachment to the merger documents.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 997A00017820

RECEIVED  
97 APR -9 PM 4:02  
DIVISION OF CORPORATIONS

ATTENTION: Joy Moon-French

April 9, 1997

We would like to hereby request that these Articles of Merger be backdated for yesterday's date, April 8, 1997, which is the date they were first sent to you for filing. Thank you for your attention to this matter.

  
A. June Vickers, Secretary to  
Fred F. Harris, Jr.

## Articles of Merger

Pursuant to Section 607.1105, Florida Statutes, GCM Acquisition Corp., a Florida corporation ("GCM"); Gold Coast Media, Inc., a Florida corporation ("Gold Coast");

Coast to Coast Direct, Inc., a Florida corporation ("Coast to Coast"); BackEnd Inc., a Florida corporation ("BackEnd"); and Psychic Operators, Inc., a Florida corporation ("Psychic"), do hereby adopt the following Articles of Merger merging Gold Coast, Coast to Coast, BackEnd and Psychic (sometimes collectively referred to herein as the "Companies") into GCM.

1. The Merger.

Gold Coast, Coast to Coast, BackEnd and Psychic shall be merged with and into GCM pursuant to the Agreement and Plan of Merger entered into as of March 24, 1997, by and among the Buyer and the Companies (the "Merger Agreement"). The provisions of the plan of merger for the merger are as set forth in these Articles of Merger.

2. Effective Time.

The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida. The time upon which the merger shall become effective is referred to herein as the "Effective Time of the Merger"). The separate existence of Gold Coast, Coast to Coast, BackEnd and Psychic shall cease at the Effective Time of the Merger.

3. Surviving Corporation.

GCM shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of the State of Florida. The identity, existence, purposes

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TALLAHASSEE, FLORIDA

and powers of GCM shall continue unaffected and unimpaired by the merger.

4. Articles of Incorporation.

The Articles of Incorporation of GCM which are in effect as of the Effective Time of the Merger shall remain, in all respects, the Articles of Incorporation of the Surviving Corporation, without any modification or amendment by the merger, except that the name of GCM shall be, and is hereby, changed to Gold Coast Media, Inc.

5. Bylaws.

The Bylaws of GCM which are in effect as of the Effective Time of the Merger shall remain the Bylaws of the Surviving Corporation, without any modification or amendment by the merger.

6. Directors.

The Directors of GCM who are in office as of the Effective Time of the Merger shall remain the Directors of the Surviving Corporation, retaining their respective positions and terms of office.

7. Intentionally omitted.

8. Conversion of Shares.

Each of the outstanding shares of capital stock of the Companies shall be converted into the right to receive cash as described in the Merger Agreement.

9. Capital Stock of Surviving Corporation.

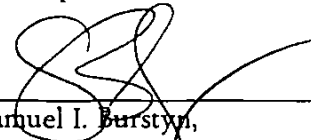
The shares of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall be unaffected by the Merger.

10. Shareholder and Director Approval

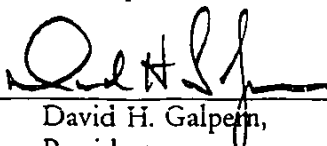
The Merger Agreement was duly approved by the shareholders of the Companies on the 7th day of April, 1997, and by the shareholders of the Surviving Corporation on the 7th day of April, 1997.

In Witness Whereof, the undersigned have caused these Articles of Merger to be duly executed by their respective authorized officers.

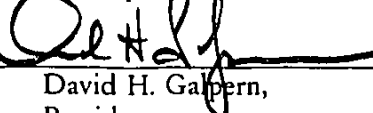
GCM Acquisition Corp.  
a Florida corporation

By:   
Samuel I. Burstyn,  
President

Gold Coast Media, Inc.  
a Florida corporation

By:   
David H. Galpern,  
President

Coast to Coast Direct, Inc.  
a Florida corporation

By:   
David H. Galpern,  
President

BackEnd Inc.  
a Florida corporation

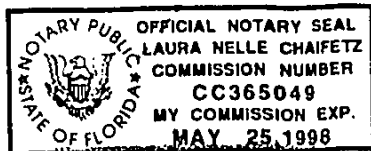
By: Dale E. Eby  
Dale Eby, President

Psychic Operators, Inc.  
a Florida corporation

By: Dale E. Eby  
Dale Eby, President

STATE OF FLORIDA)  
                                  )SS:  
COUNTY OF DADE )


The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1997  
by Samuel L. Burstyn, as President of GCM Acquisition Corp., a Florida corporation, who is  
personally known to me or has produced \_\_\_\_\_ as identification.



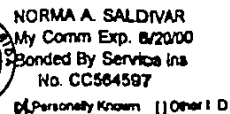
Laura Nelle Chaifetz  
Notary Public, State of Florida  
Print Name:  
My Commission Expires: 5/25/98

STATE OF FLORIDA)  
COUNTY OF DADE )SS:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1997 by David H. Galpern as President of Gold Coast Media, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
Print Name: Norma A. Saldívar  
My Commission Expires:

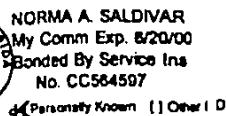
STATE OF FLORIDA)  
                                )SS:  
COUNTY OF DADE )



The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1997 by David H. Galpern as President of Coast to Coast Direct, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.


Notary Public, State of Florida  
Print Name: Norma A. Saldivar  
My Commission Expires:

STATE OF FLORIDA) )SS:  
COUNTY OF DADE )



The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1997 by Dale Eby as President of BackEnd Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: Norina A. Saldivar  
My Commission Expires:



STATE OF FLORIDA) )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 1997 by Dale Eby as President of Psychic Operators, Inc., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public, State of Florida

Print Name: Norma A. Saldivar  
My Commission Expires:



NORMA A. SALDIVAR  
My Comm Exp. 6/20/00  
Bonded By Service Ins  
No. CC564597

☒ Personally Known    ☐ Other    D