

P97000052254

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE STORM HIGH PERFORMANCE LOUDSPEAKERS INC., a CANADA
corporation, not qualified in Florida

INTO

THE STORM HIGH PERFORMANCE SOUND CORPORATION, a Florida
corporation, P97000052254.

File date: July 28, 1997

Corporate Specialist: Karen Gibson

97000052254
LAW FIRM OF LARSON-JACKSON

A PROFESSIONAL CORPORATION

1275 K STREET, N.W., SUITE 1101
WASHINGTON, D.C. 20005

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(202) 408-8180

WRITER'S DIRECT DIAL:

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(202) 789-2210

July 25, 1997

Sandra B. Mortham
Secretary of State
c/o Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/28/97--01063--018
***70.00 ***70.00

To whom it may concern:

I enclose one original and one copy of the following documents to complete a merger between The Storm High Performance Sound Corporation (the "Company") and The Storm High Performance Loudspeakers Inc. a Canadian corporation ("Storm High Canada"): Plan for Reorganization through Merger; Storm High Canada's Waiver of Notice to Shareholders; the Company's Waiver of Notice to Shareholders and Resolution of Board of Directors; Articles of Merger of The Storm High Performance Loudspeakers Inc. into The Storm High Performance Sound Corporation Inc. I also enclose a check for \$70 to complete the merger. Please stamp and forward the copy to the above address.

Respectfully submitted,


Steve Larson-Jackson, Esq.

Encl.

97 JUL 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ECG/6

Plan for Reorganization through Merger

This Plan of Reorganization through Merger dated as of July 3, 1997 (the "Merger Plan"), among The Storm High Performance Loudspeakers Inc., a Canadian corporation ("Storm Canada"), and The Storm High Performance Sound Corporation Inc., a Florida corporation ("Florida Corporation") (Storm Canada and Florida Corporation being sometimes referred to hereinafter collectively as the "Constituent Corporations").

Witnesseth:

WHEREAS, Storm Canada, as of this date, is authorized to issue an aggregate of 7,500,000 shares of stock, consisting of wholly of shares of Common Stock, without par value ("Storm Canada Common Stock");

WHEREAS, Storm Canada, as of this date, has issued and there are outstanding 7,500,000 shares of Storm Canada Common Stock;

WHEREAS, as of this date, Florida Corporation is authorized to issue 8,500,000 shares of common stock, without par value ("Florida Corporation Common Stock"), of which no shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of such corporations that a reorganization of the corporate structure of such corporations as herein contemplated be consummated; and, in accordance therewith, that Storm Canada be merged with and into Florida Corporation (the "Merger"), and that Florida Corporation, as the surviving corporation (as such, the "Surviving Corporation"), shall keep the name "The Storm High Performance Sound Corporation."

Now, therefore, the parties hereby plan and agree as follows:

**ARTICLE I
MERGER**

FILED
97 JUL 28 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.1. Merger. Subject to the terms and conditions of this Plan of Merger, Storm Canada shall be merged with and into Florida Corporation in accordance with the §607.1101 et seq of the Business Organizations law of the State of Florida, the separate existence of Storm Canada shall cease, and Florida Corporation, as the Surviving Corporation, shall continue its corporate existence under the laws of the State of Florida and the United States. Florida Corporation shall operate an office in Pembroke, Ontario, Canada. Florida Corporation, as the Surviving Corporation, shall succeed, insofar as provided by law, to all rights, assets, liabilities and obligations of Storm Canada in accordance with the Business Organization laws of the State of Florida.

1.2. Effective Date. Subject to the approval of the Merger by the requisite resolution of the shareholders of Storm Canada, the Merger shall become effective as of the date and time on which this Plan of Merger or an appropriate certificate of merger is filed with the Secretary of State of the State of Florida, as required by the Business Organizations laws of the State of Florida (the "Effective Date").

ARTICLE II

**Name, Certificate of Incorporation, Bylaws and
Directors and Officers of the Surviving Corporation**

2.1. Name. The name of the Surviving Corporation shall be "The Storm High Performance Sound Corporation" on the Effective Date.

2.2. Bylaws. The Bylaws of Florida Corporation in existence and in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation.

2.3. Directors and Officers. The directors and officers of Florida Corporation immediately

prior to the Effective Date shall be the directors and officers, respectively, of the Surviving Corporation until expiration of the current terms as such, or prior resignation, removal or death.

ARTICLE III CONVERSION AND EXCHANGE OF SECURITIES

3.1. Conversion. At the Effective Date, each of the following transactions shall be deemed to occur simultaneously:

(a) Each share of Storm Canada Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one fully paid and nonassessable share of Florida Corporation Common Stock.

(b) Each share of Florida Corporation Common Stock issued and outstanding immediately prior to the Effective Date shall remain unchanged.

3.2. Exchange

(a) After the Effective Date, each certificate representing issued and outstanding shares of Storm Canada Common Stock, shall represent the same number of shares of Florida Corporation Stock.

b) At any time on or after the Effective Date, each holder of certificates evidencing ownership of shares of Storm Canada Common Stock, upon surrender of such certificates to Florida Corporation, to receive in exchange therefor one or more new stock certificates evidencing ownership of the number of shares of Florida Corporation Storm Canada Common Stock into which such securities shall have been converted in the Merger.

The Storm High Performance Loudspeakers Inc.

By 
Robert Hannaberry
President

By 
Robert Hannaberry
Director

By 
Leonard Zacharoff
Director

Corporate Seal

The Storm High Performance Sound Corporation

By 
Robert Hannaberry
Director

By 
Leonard Zacharoff
Director

Waiver of Notice to Shareholders

WHEREAS, The Storm High Performance Loudspeakers Inc. has only two shareholders of record;

WHEREAS, shareholders are the directors and officers of the company.

WHEREAS, notice to shareholders is unnecessary;

The shareholders of The Storm High Performance Loudspeakers Inc. hereby waive the right to notice as required by §§607.1103 and 607.070 of the Florida Business Organizations laws and further acknowledge:

A plan for the merger of The Storm High Performance Loudspeakers Inc., into The Storm High Performance Sound Corporation Inc., was adopted by the respective boards of directors of said companies, by resolution made on the 3rd day of July, 1997, and a resolution of the stockholders of this company will be resolved on the 3rd day of July, 1997, to act upon the said plan of merger, and upon any other matter or thing concerning the same or the mode of carrying the same into effect, and upon any other matter or thing which may come before the resolution for its consideration in connection therewith.

The Storm High Performance Loudspeakers Inc.

By 
Leonard Zacharoff
Secretary Treasurer

**Waiver of Notice to Shareholders
and Resolution of Board of Directors**

WHEREAS, The Storm High Performance Sound Corporation Inc. has no shareholders;

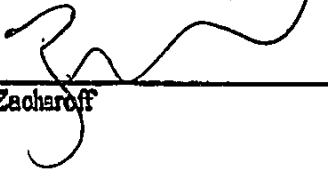
RESOLVED, that Notice to shareholders of plan to merge under §§607.1103 and 607.070 of the Florida Business Organizations laws is not possible. The Directors hereby acknowledge:

A plan for the merger of The Storm High Performance Loudspeakers Inc., into The Storm High Performance Sound Corporation Inc., was adopted by the respective boards of directors of said companies, by resolution made on the 3rd day of July, 1997.

RESOLVED, that The Storm High Performance Sound Corporation Inc., acts upon the said Plan for Reorganization Through Merger upon such terms as set forth in the Plan for Reorganization Through Merger and the board of directors of this company hereby enters into the agreement of merger on said terms.

The Storm High Performance Sound Corporation Inc.

By 
Robert Hannaberry
Director

By 
Leonard Zacharoff
Director

**Articles of Merger
of The Storm High Performance Loudspeakers
Inc., into The Storm High Performance Sound
Corporation Inc.**

Pursuant to the provisions of §§607.1101-607.1105 of the Business Organizations laws of the State of Florida, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

Name of Corporation	State
The Storm High Performance Loudspeakers Inc.	Pembroke, Ontario, Canada
Storm High Performance Sound Corporation Inc.	Florida, United States

Second: The laws of the state under which such foreign corporation is organized permit such a merger.

Third: The name of the surviving corporation is The Storm High Performance Sound Corporation, and it is to be governed by the laws of the state of Florida.

Fourth: The following plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Organizations laws, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized:

Plan for Reorganization through Merger

This Plan of Reorganization through Merger dated as of July 3, 1997 (the "Merger Plan"), among The Storm High Performance Loudspeakers Inc., a Canadian corporation ("Storm Canada"), and The Storm High Performance Sound Corporation Inc., a Florida corporation ("Florida Corporation") (Storm Canada and Florida Corporation being sometimes referred to hereinafter collectively as the "Constituent Corporations").

Witnesseth:

Whereas, Storm Canada, as of this date, is authorized to issue an aggregate of 7,500,000 shares of stock, consisting of wholly of shares of Common Stock, without par value ("Storm Canada Common Stock");

Whereas, Storm Canada, as of this date, has issued and there are outstanding 7,500,000 shares of Storm Canada Common Stock;

Whereas, as of this date, Florida Corporation is authorized to issue 8,500,000 shares of common stock, without par value ("Florida Corporation Common Stock"), of which no shares are issued and outstanding; and

Whereas, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of such corporations that a reorganization of the corporate structure of such corporations as herein contemplated be consummated; and, in accordance therewith, that Storm Canada be merged with and into Florida Corporation (the "Merger"), and that Florida Corporation, as the surviving corporation (as such, the "Surviving Corporation"), shall keep the name "The Storm High Performance Sound Corporation."

Now, therefore, the parties hereby plan and agree as follows:

ARTICLE I MERGER

1.1. Merger. Subject to the terms and conditions of this Plan of Merger, Storm Canada shall be merged with and into Florida Corporation in accordance with the §607.1101 et seq. of the Business Organizations law of the State of Florida, the separate existence of Storm Canada shall cease, and Florida Corporation, as the Surviving Corporation, shall continue its corporate existence under the laws of the State of Florida and the United States. Florida Corporation shall operate an office in Pembroke, Ontario, Canada. Florida Corporation,

as the Surviving Corporation, shall succeed, insofar as provided by law, to all rights, assets, liabilities and obligations of Storm Canada in accordance with the Business Organization laws of the State of Florida.

1.2. Effective Date. Subject to the approval of the Merger by the requisite resolution of the shareholders of Storm Canada, the Merger shall become effective as of the date and time on which this Plan of Merger or an appropriate certificate of merger is filed with the Secretary of State of the State of Florida, as required by the Business Organizations laws of the State of Florida (the "Effective Date").

ARTICLE II

Name, Certificate of Incorporation, Bylaws and Directors and Officers of the Surviving Corporation

2.1. Name. The name of the Surviving Corporation shall be "The Storm High Performance Sound Corporation" on the Effective Date.

2.2. Bylaws. The Bylaws of Florida Corporation in existence and in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation.

2.3. Directors and Officers. The directors and officers of Florida Corporation immediately prior to the Effective Date shall be the directors and officers, respectively, of the Surviving Corporation until expiration of the current terms as such, or prior resignation, removal or death.

ARTICLE III

CONVERSION AND EXCHANGE OF SECURITIES

3.1. Conversion. At the Effective Date, each of the following transactions shall be deemed to occur simultaneously:

(a) Each share of Storm Canada Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one fully paid and nonassessable share of Florida Corporation Common Stock.

(b) Each share of Florida Corporation Common Stock issued and outstanding immediately prior to the Effective Date shall remain unchanged.

3.2. Exchange.

(a) After the Effective Date, each certificate representing

issued and outstanding shares of Storm Canada Common Stock, shall represent the same number of shares of Florida Corporation Stock.

b) At any time on or after the Effective Date, each holder of certificates evidencing ownership of shares of Storm Canada Common Stock, upon surrender of such certificates to Florida Corporation, to receive in exchange therefor one or more new stock certificates evidencing ownership of the number of shares of Florida Corporation Storm Canada Common Stock into which such securities shall have been converted in the Merger.

The Storm High Performance Loudspeakers Inc.

By 
President

The Storm High Performance Sound Corporation

By 
Director

By 
Director

Fifth: As to each of the undersigned corporations, the number of shares authorized and outstanding are as follows:

Name of Corporation	Number of Shares Authorized	Number of Shares Outstanding
The Storm High Performance Loudspeakers Inc.	7,500,000	7,500,000
Storm High Performance Sound Corporation	8,500,000	0

Sbsh: As to The Storm High Performance Loudspeakers, Inc., the shareholders approved the merger by resolution on the 3rd day of July, 1997. As to The Storm High Performance Sound Corporation, Inc., the board of directors approved the merger by resolution on the 3rd day of July, 1997.

Seven: Effective Date. The effective date of the merger is the date when Plan of Merger and these Articles of Merger are filed with the secretary of state.

By: 

Robert Hannaberry

President

The Storm High Performance Loudspeakers Inc.

By: 

Robert Hannaberry

Director

The Storm High Performance Sound Corporation Inc.

By: 

Leonard Zacharoff

Director

The Storm High Performance Sound Corporation Inc.