

P9900000 5363

Florida Department of State
Division of Corporations
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01 AUG 16 AM 10:25
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MARS MUSIC DIRECT, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MMD ACQUISITION CORPORATION, a Florida corporation, document number
P01000073919

INTO

MARS MUSIC DIRECT, INC., a Florida entity, P99000005363

File date: August 15, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2001

MARS MUSIC DIRECT, INC.
5300 N POWERLINE RD.
FT. LAUDERDALE, FL 33309

SUBJECT: MARS MUSIC DIRECT, INC.
REF: P99000005363

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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 (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000090419
Letter Number: 901A00046897

H01000070477

ARTICLES OF MERGER
OF
MMD ACQUISITION CORPORATION
(a Florida corporation)
WITH AND INTO
MARS MUSIC DIRECT, INC.
(a Florida corporation)

FILED
01 AUG 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is MARS Music Direct, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is MMD Acquisition Corporation, a Florida corporation (the "Terminating Corporation").

THIRD: The Terminating Corporation is a wholly owned subsidiary of MARS, Inc., a Florida corporation (the "Parent Corporation").

FOURTH: The Plan of Merger is attached hereto as Exhibit A.

FIFTH: The merger shall become effective on August 15, 2001.

SIXTH: The Plan of Merger was adopted at a meeting of the board of directors of the Surviving Corporation held on July 27, 2001 and at a meeting of the shareholders of the Surviving Corporation held on August 13, 2001.

SEVENTH: The Plan of Merger was adopted by written consent of the board of directors and shareholders of the Terminating Company as of August 1, 2001.

EIGHTH: The Plan of Merger was adopted at a meeting of the board of directors of the Parent Corporation held on July 27, 2001 and by written consent of the shareholders of the Parent Corporation as of August 1, 2001.

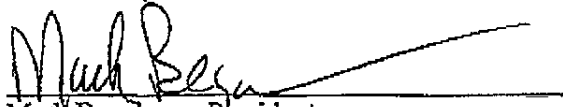
These Articles of Merger may be executed in any number of counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

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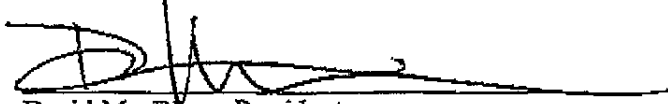
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 15th day of August, 2001.

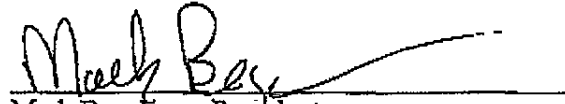
MMD ACQUISITION CORPORATION


Mark Begelman, President

MARS MUSIC DIRECT, INC.


David MacBlane, President

MARS, INC.


Mark Begelman, President

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EXHIBIT A
PLAN OF MERGER
OF
MMD ACQUISITION CORPORATION
(a Florida corporation)
INTO
MARS MUSIC DIRECT, INC.
(a Florida corporation)

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

FIRST: The name and jurisdiction of the surviving corporation is MARS Music Direct, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is MMD Acquisition Corporation, a Florida corporation (the "Terminating Corporation").

THIRD: The Terminating Corporation is a wholly owned subsidiary of MARS, Inc., a Florida corporation (the "Parent").

FOURTH: The terms and conditions of the merger are as follows:

1. At the effective time of the merger, the Terminating Corporation shall be merged with and into the Surviving Corporation, and the separate corporate existence of the Terminating Corporation shall cease and MARS Music Direct, Inc. shall continue as the Surviving Corporation.

2. Upon the effective time of the merger, the Articles of Incorporation of the Surviving Corporation, shall be amended and restated in their entirety to read as set forth on Exhibit A attached hereto, which shall be identical to the Articles of Incorporation of the Terminating Corporation, and shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with Florida Law and as provided in such Articles of Incorporation.

3. Upon the effective time of the merger, the Bylaws of the Surviving Corporation shall be amended and restated in their entirety to be identical to the Bylaws of the Terminating Corporation, as in effect immediately prior to the effective time of the merger, until thereafter amended in accordance with Florida Law and as provided in the Articles of Incorporation of the Surviving Corporation and such Bylaws.

4. Upon the effective time of the merger, the directors of the Terminating Corporation immediately prior the effective time of the merger shall be the only directors of the Surviving Corporation, each to hold the office of director of the Surviving Corporation in accordance with the provisions of Florida Law, the Articles of

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Incorporation and Bylaws of the Surviving Corporation until their successors are duly elected and qualified. The officers of the Terminating Corporation immediately prior to the effective time of the merger shall be the only officers of the Surviving Corporation, each to hold the office in accordance with the provisions of the Bylaws of the Surviving Corporation until their successors are duly elected and qualified.

FIFTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, all the shares of the Surviving Corporation's Series A Convertible Preferred Stock issued and outstanding immediately prior to the effective time of the merger will be automatically converted into the right to receive shares of the Parent's Series G Convertible Junior Preferred Stock as follows: the number of shares of the Parent's Series G Convertible Junior Preferred Stock which a holder of the Surviving Corporation's Preferred Stock shall have the right to receive shall be equal to the product of (x) 0.476 multiplied by (y) the number of shares of the Surviving Corporation's Preferred Stock held of record by such holder. Such holder shall have the right to receive such shares of the Parent's Preferred Stock upon surrender of their stock certificate(s) representing such shares of the Surviving Corporation's Preferred Stock.

2. At the effective time of the merger, by virtue of the merger and without any action on the part of any of the parties hereto, (i) each share of the Surviving Corporation's Common Stock outstanding immediately prior to the effective time of the merger shall be canceled and extinguished without any conversion thereof, and (ii) each other share of the Surviving Corporation's Capital Stock outstanding immediately prior to the effective time of the merger shall be canceled and extinguished without any conversion thereof (except for the Preferred Stock, which shall convert pursuant to the terms of 1 described above).

3. No fraction of a share of the Parent's Preferred Stock will be issued by virtue of the merger to any party that would otherwise be entitled to a fraction of a share of the Parent's Preferred Stock (after aggregating all fractional shares of the Parent's Preferred Stock that otherwise would be received by such holder).

4. At the effective time of the merger, by virtue of the merger and without any action on the part of any of the parties hereto, each share of capital stock of the Terminating Corporation issued and outstanding immediately prior to the effective time of the merger shall be converted and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation. Each stock certificate of the Terminating Corporation evidencing ownership of any such shares shall

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continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

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EXHIBIT A

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARS MUSIC DIRECT, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is MARS Music Direct, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 5300 N. Powerline Rd., Ft. Lauderdale, Florida 33309.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares which the Corporation is authorized to issue is 100 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 5300 N. Powerline Rd., Ft. Lauderdale, Florida 33309, and the initial registered agent of the Corporation at such address is Robert Zobel.

**ARTICLE V
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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**DIRECTOR AND OFFICERS
OF
MARS MUSIC DIRECT, INC.**

SOLE DIRECTOR:

Mark Begelman
5300 N. Powerline Road
Ft. Lauderdale, FL 33309

OFFICERS:

Mark Begelman – President
5300 N. Powerline Road
Ft. Lauderdale, FL 33309

Robert E. Zobel – Secretary and Treasurer
5300 N. Powerline Road
Ft. Lauderdale, FL 33309

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