

Division of Corporations

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P99000021878

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

MCSC FLORIDA ACQUISITION CORPORATION

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTRAL AUDIO VISUAL, INC., a Florida corporation, 489013

INTO

MCSC FLORIDA ACQUISITION CORPORATION which changed its name to
CENTRAL AUDIO VISUAL, INC., a Florida corporation, P99000021878

File date: March 15, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
CENTRAL AUDIO VISUAL, INC.,
A FLORIDA CORPORATION
AND
MCSC FLORIDA ACQUISITION CORPORATION,
A FLORIDA CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act, Central Audio Visual, Inc., a Florida corporation, and MCSC Florida Acquisition Corporation, a Florida corporation, adopt the following Articles of Merger for the purpose of merging Central Audio Visual, Inc., with and into MCSC Florida Acquisition Corporation (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein.
- SECOND:** The Merger is to be effective immediately upon filing of these Articles of Merger with the Florida Secretary of State.
- THIRD:** The Plan of Merger was adopted by the unanimous written consent of the shareholders and directors of Central Audio Visual, Inc. dated March 5, 1999, and by the written consent of the sole shareholder of MCSC Florida Acquisition Corporation on March 9, 1999.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name on the 15th day of March, 1999.

CENTRAL AUDIO VISUAL, INC.,
a Florida corporation

By: _____

Michael S. Lever,
President

**MCSC FLORIDA ACQUISITION
CORPORATION,** a Florida corporation

By: _____

Michael E. Peppel,
President and Chief Executive Officer

This instrument was prepared by:
St. John Daugherty, Esq.
Lic. # 937274
Tel. 954-713-7510
Berger Davis & Singerman, PA
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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EXHIBIT A**PLAN OF MERGER****1. Names of Merging Corporations**

Central Audio Visual, Inc. ("CAV"), which is a corporation organized and existing under the laws of the State of Florida, shall be merged with and into MCSC Florida Acquisition Corporation ("MFAC"), a Florida corporation and a wholly-owned subsidiary of Miami Computer Supply Corporation ("Miami Computer Supply"), an Ohio corporation (the "Merger").

2. Terms and Conditions of the Proposed Merger**2.1. The Merger**

The Merger shall occur at the Effective Time, as defined below, at which time the separate existence of CAV shall cease. MFAC shall be the surviving corporation (the "Surviving Corporation") and shall change its name to "Central Audio Visual, Inc.," and its corporate existence with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger. (CAV and MFAC are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2. The Surviving Corporation

The Surviving Corporation, without further act or deed, shall (i) have the purposes and shall possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of each of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger; (ii) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (iii) be liable for all of the obligations and liabilities of each of the Constituent Corporations existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

This instrument was prepared by:
St. John Daugherty, Esq.
Lic. # 937274
Tel. 954-713-7510
Berger Davis & Singerman, PA
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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2.3. Articles of Incorporation

The Articles of Incorporation of MFAC shall be amended by deleting Article First in its entirety and replacing it with the following:

"Article First: The name of the Corporation is Central Audio Visual, Inc."

The Articles of Incorporation of MFAC as in effect immediately prior to the Effective Time, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

2.4. Bylaws

The Bylaws of MFAC as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the FBCA.

3. Manner and Basis of Converting Shares

3.1. MFAC Capital Stock

Each share of MFAC capital stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger.

3.2. CAV Capital Stock

The manner and basis of converting shares of CAV capital stock upon consummation of the Merger shall be as follows:

3.2.a. Conversion

Each one (1) share of CAV common stock, par value \$1.00 per share (the "CAV Stock"), issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be converted into Forty Five Thousand Sixty Five and 789/1000ths dollars (\$45,065.789) and Two Thousand One Hundred Twenty-One and 368/1000ths dollars (\$2,121.368) fully paid and non-assessable shares of common stock of MCSC (the "MCSC Stock") at the Effective Time of the Merger.

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Tel. 954-713-7510
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3.2.b. Treasury Shares

Any and all shares of CAV Stock held as treasury shares by CAV shall be canceled and retired at the Effective Time, and no consideration shall be delivered or paid in exchange therefor.

3.2.c. Fractional Shares

No fractional shares of MCSC Stock will be issued as a result of the Merger. In lieu of issuing fractional shares, MCSC will pay cash adjustments to the relevant holder of CAV Stock in respect of any fraction of a share of MCSC Stock that would otherwise be issuable to such holder.

3.2.d. Dissenting Shareholders

The shareholders of CAV unanimously approved the Merger, and therefore there are no shareholders of CAV having dissenting shareholder rights.

4. Effective Date of the Merger

The Merger shall become effective immediately upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State (the "Effective Time").

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St. John Daugherty, Esq.
Lic. # 937274
Tel. 954-713-7510
Berger Davis & Singerman, PA
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301

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