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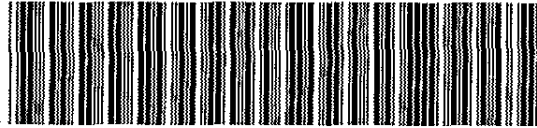
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TALLAHASSEE, FLORIDA

2/27

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TICKET DOCTOR, P.A., A FL CORP #L64266

INTO

**RICHARD A. LEYDIG, JR., P.A.**, a Florida entity, P99000023737

File date: February 26, 2003

Corporate Specialist: Anna Chesnut

# HARVEY K. MATTEL

ATTORNEY AT LAW

EIGHTH FLOOR  
633 SOUTH FEDERAL HIGHWAY  
POST OFFICE BOX 02-9010  
FORT LAUDERDALE, FLORIDA 33302-9010  
TELEPHONE (954) 763-5095  
FAX (954) 763-5193

February 25, 2003

**Via: Federal Express - 8383 5420 0400**

Anna Chestnut, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Filing Articles of Merger Dated February 25<sup>TH</sup> 2003**

**Merger of Ticket Doctor, Inc. into Richard A. Leydig, Jr., P.A.**

**Our File No. M - 1277**

Dear Anna:

Enclosed please find an original and one copy of the Articles of Merger Dated February 25, 2003, along with the Plan of Merger attached thereto, for the merger of Ticket Doctor, Inc. into Richard A. Leydig, Jr., P.A.. Please file and record the original document and return to us a certified copy of the Articles of Merger in the enclosed self-addressed stamped envelope.

I have also enclosed Harvey K. Mattel check numbered 13845 payable to the Florida Department of State in the sum of \$78.75, of which \$70.00 is for the filing fee and \$8.75 is for the cost of one certified copy.

If you have any questions concerning the enclosed documents, please call me.

Very truly yours,

  
LISA YOUNG  
Paralegal

LY/ns

Enclosures

**ARTICLES OF MERGER**

**OF**

**TICKET DOCTOR, P.A., a Florida Corporation**

**INTO**

**RICHARD A. LEYDIG, JR., P.A., a Florida Corporation**

ARTICLES OF MERGER between TICKET DOCTOR, P.A., a Florida Corporation and RICHARD A. LEYDIG, JR., P.A., a Florida Corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), TICKET DOCTOR P.A. and RICHARD A. LEYDIG, JR., P.A., adopt the following Articles of Merger.

1. The Plan of Merger dated the 25<sup>th</sup> day of February, 2003, between TICKET DOCTOR, P.A. and RICHARD A. LEYDIG, JR., P.A., was approved and adopted by the shareholders of both corporations on the 25<sup>th</sup> day of February, 2003.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of TICKET DOCTOR, P.A. shall be exchanged at a ratio of one share of RICHARD A. LEYDIG, JR., P.A., for 0.5 share of RICHARD A. LEYDIG, JR., P.A., by means of a merger of TICKET DOCTOR, P.A. into RICHARD A. LEYDIG, JR., P.A., the surviving corporation.

3. There are no changes to the Articles of Incorporation of the surviving corporation.


4. The Plan of Merger is attached hereto and incorporated by reference as if fully set forth.

5. Pursuant to Section 607.1105(1)(b) of the Act, the merger shall become effective on the 25<sup>th</sup> day of February, 2003.

**IN WITNESS WHEREOF**, the parties have set their hands this 25<sup>th</sup> day of February, 2003.

ATTEST:

TICKET DOCTOR, P.A., a Florida corporation

  
Richard A. Leydig, Jr., Secretary


By:   
Richard A. Leydig, Jr., President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 FEB 26 PM 4:00

FILED

ATTEST:

  
Richard A. Leydig, Jr., Secretary

RICHARD A. LEYDIG, JR., P.A., a Florida corporation

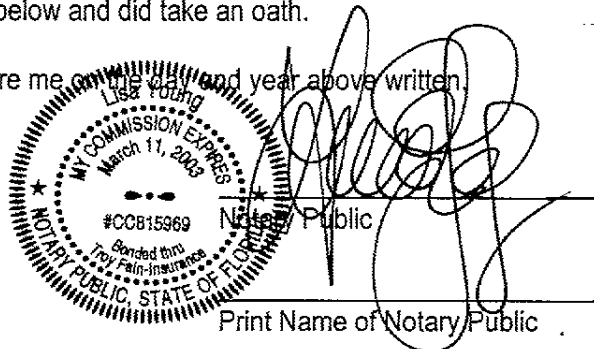
By:   
Richard A. Leydig, Jr., President

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2003, by Richard A. Leydig, Jr., President of Ticket Doctor, P.A., a Florida corporation, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_



Notary check one:

- ☒ Person or Persons signing document personally known to me.
- ☐ Person or Persons signing document provided the following form of identification:

Type: \_\_\_\_\_

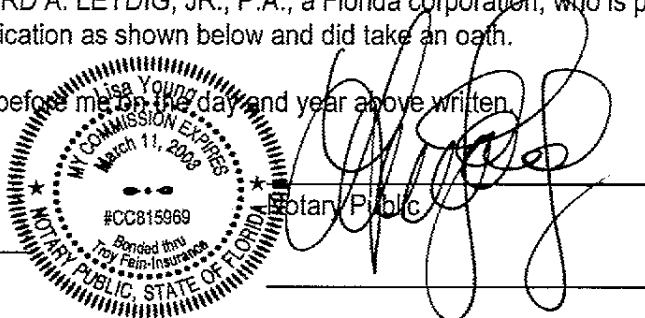
Serial No: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2003, by Richard A. Leydig, Jr., President of RICHARD A. LEYDIG, JR., P.A., a Florida corporation, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_



Print Name of Notary Public

Notary check one:

- ☒ Person or Persons signing document personally known to me.
- ☐ Person or Persons signing document provided the following form of identification:

Type: \_\_\_\_\_

Serial No: \_\_\_\_\_

**PLAN OF MERGER**  
**OF**  
**TICKET DOCTOR, P.A., a Florida Corporation**  
**INTO**  
**RICHARD A. LEYDIG, JR., P.A., a Florida Corporation**

**ARTICLE I**

**NAME OF CONSTITUENT CORPORATIONS**

1. The name of each constituent corporation is TICKET DOCTOR, P.A. and RICHARD A. LEYDIG, JR., P.A.
2. The name of the surviving corporation is RICHARD A. LEYDIG, JR., P.A.

**ARTICLE II**

**SHARES OF CONSTITUENT CORPORATIONS**

As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

RICHARD A. LEYDIG, JR., P.A.:	1000 shares of voting \$1.00 par value common stock
TICKET DOCTOR, P.A.:	1000 shares of voting \$1.00 par value common stock

**ARTICLE III**

**TERMS AND CONDITIONS OF THE PROPOSED MERGER**

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

1. The purposes, the registered agent, the address of the registered agent, the address of the registered office, the number of directors and capital stock of the surviving corporation shall now be as appears in the Articles of Incorporation of RICHARD A. LEYDIG, JR., P.A., a Florida corporation, as on file with the Office of the Secretary of State of the State of Florida. The terms and provisions of such Articles of Incorporation shall be deemed the Articles of Incorporation of the surviving corporation as of the effective date.

2. The person whom upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be RICHARD A. LEYDIG, JR.

3. The persons whom upon the effective date of the merger shall constitute the Officers of the surviving corporation shall be:

RICHARD A. LEYDIG, JR.	President
RICHARD A. LEYDIG, JR.	Vice President
RICHARD A. LEYDIG, JR.	Secretary/Treasurer

4. This Plan of Merger is approved, without a meeting, by the directors and shareholders of both constituent corporations.

5. Upon the effective date, the separate existence of TICKET DOCTOR, P.A. shall cease, and shall be merged into the surviving corporation, and the surviving corporation shall continue unaffected and unimpaired by the merger with the exception that all liabilities of the merged corporation shall then attach to the surviving corporation.

#### **ARTICLE IV**

##### **MEETING OF THE BOARD OF DIRECTORS**

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the Notice of Meeting.

#### **ARTICLE V**

##### **MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION**

Each share of the common voting shares of TICKET DOCTOR, P.A. outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be converted into 0.5 share of the common voting shares of the surviving corporation, and each holder of the common voting shares of TICKET DOCTOR, P.A. shall thereafter be entitled, upon presentation or surrender to the surviving corporation, or its agent, the certificate or certificates representing such shares, to receive and exchange therefor a certificate or certificates representing the shares of fully paid and non-assessable common voting shares of the surviving corporation to which such holder shall be entitled upon the aforesaid basis of converting and exchange.



## ARTICLE VI

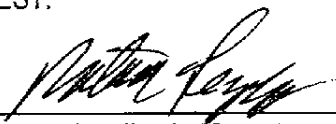
### MISCELLANEOUS PROVISIONS

1. **Effective Date.** This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as provided by law for the adoption thereof by the requisite votes of the directors and shareholders of each of the constituent corporations as provided by law, all in accordance with the Florida Business Corporation Act, and the merger shall be effective on the 25<sup>th</sup> day of February, 2003.

2. **Abandonment of Merger.** If, at any time prior to the effective date hereof, events of circumstances occur, which, in the opinion of a majority of the Board of Directors of either constituent corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though previously adopted by the directors and shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this Plan of Merger has been taken by the Board of Directors of either constituent corporation.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, TICKET DOCTOR, P.A. and RICHARD A. LEYDIG, JR., P.A., acting through their duly authorized officers, this 25<sup>th</sup> day of February, 2003, have signed this Plan of Merger.

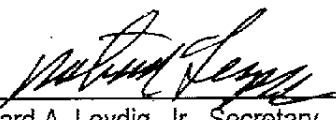
ATTEST:

  
Richard A. Leydig, Jr., Secretary

TICKET DOCTOR, P.A., a Florida corporation

By:   
Richard A. Leydig, Jr., President

ATTEST:

  
Richard A. Leydig, Jr., Secretary

RICHARD A. LEYDIG, JR., P.A.

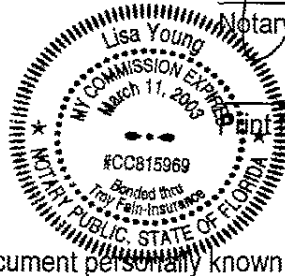
By:   
Richard A. Leydig, Jr., President

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2003, by Richard A. Leydig, Jr., President of Ticket Doctor, P.A., a Florida corporation, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_



[Signature]  
Notary Public  
\_\_\_\_\_  
Print Name of Notary Public

Notary check one:

- ☒ Person or Persons signing document personally known to me.  
( ) Person or Persons signing document provided the following form of identification:

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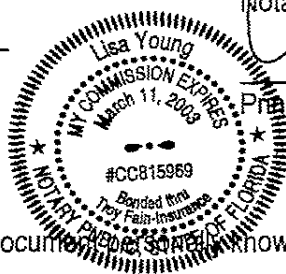
Serial No: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2003, by Richard A. Leydig, Jr., President of RICHARD A. LEYDIG, JR., P.A., a Florida corporation, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.

My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_



[Signature]  
Notary Public  
\_\_\_\_\_  
Print Name of Notary Public

Notary check one:

- ☒ Person or Persons signing document personally known to me.  
( ) Person or Persons signing document provided the following form of identification:

Type: \_\_\_\_\_

Serial No: \_\_\_\_\_