

LAW OFFICES
OF
DOMINICK F. MINIACI, P.A.
821 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2064
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(954) 463-8200

CORRESPONDING
EUROPEAN OFFICE
BODO-BERND NIBBE
SIEDLICHE AUFFAHRTSALLEE 66
80939 MUNICH, GERMANY
TELEPHONE 089/17 80 55-20
FAX 089/17 80 55-44

OF COUNSEL
IRA MARCUS (MEMBER OF
FLORIDA, MASSACHUSETTS
AND NEW JERSEY BAR)
JOEL STEWART (MEMBER
OF FLORIDA AND
CONNECTICUT BAR)
MEIKE PAGEL (ADMITTED
TO PRACTICE IN
GERMANY ONLY)

890237

February 3, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Via Express Mail #: EM443872712US

RE: ARTICLES OF MERGER and
ARTICLES OF AMENDMENT-NAME CHANGE
PARAMOUNT MUSIC & ENTERTAINMENT, INC.

Dear Sir/Madam:

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-02/05/99-01009-001
122.50 **78.75

Enclosed please find the following:

1. Articles of Merger (Florida Music & Entertainment, Inc.)
2. Merger Agreement (Plan of Merger)
3. Articles of Amendment to the Articles of Incorporation of Florida Music & Entertainment, Inc. (Name Change)
4. Check in the amount of One hundred twenty two dollars and fifty cents. (\$122.50)
Said check to be broken down as follows:
 - a. \$35.00 for Articles of Merger Re: Florida Music & Entertainment, Inc.
 - b. \$35.00 for Articles of Merger Re: Paramount Vending Inc.
 - c. \$8.75 for certified copy.
 - d. \$35.00 Articles of Amendment The Articles of Incorporation for Florida Music & Entertainment Inc. for its name change.
 - e. \$8.75 For certified copy of Articles of name change.

Please note that on page 5 of the Merger Agreement, Article X under "NAME CHANGE" the name of the surviving corporation "FLORIDA MUSIC & ENTERTAINMENT" has been changed to "PARAMOUNT VENDING, INC."

I trust that the above correctly sets forth all the documentation required. If you have any questions regarding the aforementioned, please do not hesitate to call the undersigned. Thank you.

Yours very truly,

Dominick F. Miniaci
Dominick F. Miniaci, P.A.

DFM/cv

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

78.75
8.75
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Sum
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an

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARAMOUNT VENDING, INC., a Florida corporation, document #F85742

INTO

FLORIDA MUSIC & ENTERTAINMENT, INC., a Florida corporation, S90237

File date: February 5, 1999

Corporate Specialist: Carol Mustain

To: Department of State
Tallahassee, Florida 32314

Date paid: _____

Filing Fee \$ _____

**ARTICLES OF MERGER
FLORIDA MUSIC AND ENTERTAINMENT, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The corporations which are parties to the within merger are PARAMOUNT VENDING, INC. and FLORIDA MUSIC AND ENTERTAINMENT, INC. FLORIDA MUSIC AND ENTERTAINMENT, INC. is the surviving corporation.

2. On December 3, 1998, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act (see attached plan).

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
<u>PARAMOUNT VENDING</u>	<u>100</u>	<u>common</u>	<u>100</u>
<u>FLORIDA MUSIC AND ENTERTAINMENT</u>	<u>100</u>	<u>common</u>	<u>100</u>

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

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DEPARTMENT OF STATE

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
<u>PARAMOUNT VENDING</u>	<u>100</u>	<u>-0-</u>	<u>common</u>	<u>100</u>	<u>-0-</u>
<u>FLORIA MUSIC & ENTERTAINEMNT</u>	<u>100</u>	<u>-0-</u>	<u>common</u>	<u>100</u>	<u>-0-</u>

Dated December 31, 1998.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PARAMOUNT VENDING INC.

ATTEST:



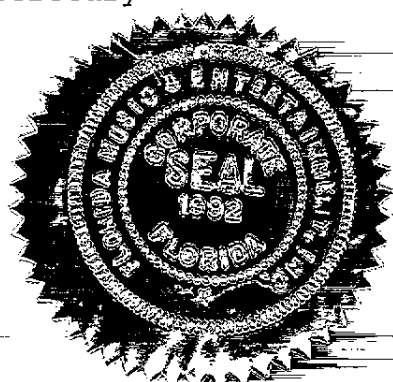
Dominick F. Miniaci
 DOMINICK F. MINIACI,
 Secretary

By: *Albert J. Miniaci*
 ALBERT J. MINIACI,
 President

Dominick F. Miniaci
 DOMINICK F. MINIACI,
 Secretary

FLORIDA MUSIC AND ENTERTAINMENT, INC.

By: *Albert J. Miniaci*
 ALBERT J. MINIACI,
 President



MERGER AGREEMENT

AGREEMENT made this 3/84 day of December, Nineteen Hundred and Ninety Eight between FLORIDA MUSIC & ENTERTAINMENT, INC., a Florida corporation having its principal place of business at 1411 S.W. 31st Avenue, Pompano Beach, Florida 33069 (hereinafter called "FME"), and a majority of the directors thereof, and PARAMOUNT VENDING, INC., a Florida corporation, having its principal place of business at 1401 S.W. 31st Avenue, Pompano Beach, Florida 33069 (hereinafter called "PARAMOUNT"), and a majority of directors thereof.

WHEREAS, FME has an authorized capital stock consisting of One hundred (100) shares of common Stock, par value One dollar (\$1.00) per share, of which one hundred (100) shares have been duly issued and are now outstanding, and

WHEREAS, PARAMOUNT has an authorized capital stock consisting of one hundred (100) shares of Common Stock par value one dollar (\$1.00) per share, of which one hundred (100) shares have been duly issued and are now outstanding, and

WHEREAS, the Boards of Directors of FME and of PARAMOUNT respectively, deem it advisable and generally to the advantage and welfare of the two corporate Parties and their respective shareholders that PARAMOUNT merge into FME under and pursuant to the provisions of Chapter 608, Florida Statutes, and

WHEREAS, this is intended to be a tax free re-organization pursuant to section 368(a) (1)(A) of the IRC of 1986 and that no gain or loss will be to the S/H's of the constituent Corporations on the exchange of their common stock for the common stock of the surviving Corporation, and

WHEREAS, it is the desire of both corporations that the acquiring corporate FME change its name to PARAMOUNT VENDING, INC.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the Parties hereto as follows:

ARTICLE I

MERGER

Paramount shall be and it hereby is merged into FME and FME shall succeed to all of the powers, privileges, assets, liabilities, obligations and deferred compensation plans of PARAMOUNT.

ARTICLE II

EFFECTIVE DATE

This Agreement of Merger shall become effective on December 31, 1998 or upon the filing of this Agreement of merger with the Secretary of State of Florida if such filing date is no later than December 31, 1998.

ARTICLE III

SURVIVING CORPORATION

FME shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of PARAMOUNT shall cease forthwith upon the Effective Date. FME is hereinafter referred to as Surviving Corporation for all purposes after the Effective Date.

ARTICLE IV

AUTHORIZED CAPITAL

The authorized capital stock of FME following the Effective Date shall be one hundred (100) shares of Common Stock, par value one dollar (\$1.00) per share.

ARTICLE V

ARTICLES OF INCORPORATION

The Articles of Incorporation of FME shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from this Agreement of Merger and may be separately certified as the Articles of Incorporation of the Surviving Corporation. As set forth in said Articles:

- (1) The Name of the Surviving Corporation shall be FLORIDA MUSIC & ENTERTAINMENT, INC.
- (2) The General Nature of Business to be transacted by the Surviving Corporation is:
 - (a) The operation of coin operated vending machines
 - (b) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.
- (3) The Surviving Corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.
- (4) The Surviving Corporation shall exist perpetually.
- (5) The business of the Surviving Corporation shall be conducted by a Board of

Directors consisting of two (2) Directors. The names and street address of the members of the Board of Directors of the Surviving Corporation, who shall hold office until their successors are elected and qualified are as follows:

NAME	ADDRESS
Albert J. Miniaci	1411 S.W. 31 st Avenue Pompano Beach, Florida 33069
Dominick F. Miniaci	821 E. Broward Boulevard Fort Lauderdale, Florida 33301

- (6) The street address of the principal place of business of the Surviving Corporation shall be 1411 S.W. 31st Avenue, Pompano Beach, Florida 33069, or such other place as the board of directors may hereafter from time to time determine.

ARTICLE VI

BY-LAWS

The By-Laws set forth as FME's By-Laws shall be the By-Laws of the Surviving Corporation following the Effective Date.

ARTICLE VII

FURTHER ASSURANCE OF TITLE

If at any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances of law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of PARAMOUNT held immediately prior to the Effective Date, PARAMOUNT and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurance in law and do all things necessary to carry out the purposes of this Agreement of Merger, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of PARAMOUNT or otherwise.

ARTICLE VIII

RESIDENT AGENT

The Resident Agent of the Surviving Corporation shall be Dominick F. Miniaci, 821 East Broward Boulevard, Fort Lauderdale, Florida 33301, County of Broward, and State of Florida, who shall accept service of process within this State.

ARTICLE IX

CONVERSION OF OUTSTANDING STOCK

Immediately upon this Agreement of Merger becoming effective, the shares of PARAMOUNT shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of the Surviving Corporation, as follows:

One (1) Share of stock of PARAMOUNT shall be converted to One (1) share of stock of "FME"

ARTICLE X

NAME CHANGE

FME shall file Articles of Amendment for Name Change simultaneously with the filing of the Article of Merger. FME shall change its name to PARAMOUNT VENDING, INC. PARAMOUNT consents to such name change.

ARTICLE XI

SUBMISSION TO STOCKHOLDERS

This Agreement shall be submitted to the Stockholders of the constituent corporations in the manner provided by Florida Statutes S608.20, and if the votes of Stockholders of each such corporation representing more than fifty (50%) percent of the total number of shares of its capital stock shall be in favor of the adoption of this Agreement, it shall, subject to the provisions of Article XII of this Agreement, take effect as the Agreement of Merger of the constituent corporations to be effective as of the Effective Date specified in Article II hereof.

ARTICLES XII

ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the Board of Directors of FME, or the Directors of PARAMOUNT should determine, either before or after the meeting of the Stockholders of the respective corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic or business reason deemed sufficient by such Board that it is not in the interest of the corporation it represents, or the Stockholders of such corporation, or is otherwise inadvisable or impractical to consummate the merger, such Board of Directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this Agreement of merger, and thereupon this Agreement shall be void and of no effect.

IN WITNESS WHEREOF, each of the corporate Parties hereto, pursuant to authority duly granted by the board of Directors; has caused this Merger Agreement to be executed by a majority of its Directors and its corporate seal to be hereunto affixed on the day and year first above written.

CORPORATE SEAL

FLORIDA MUSIC & ENTERTAINMENT, INC.

Attest:

By:

Don Miniaci, Sec
Secretary

Albert J. Miniaci, Its President

Albert J. Miniaci

Don Miniaci

(A majority of its Board of Directors)

CORPORATE SEAL

PARAMOUNT VENDING, INC.

Attest:

By:

Don Miniaci, Sec
Secretary

Albert J. Miniaci, Its President

Albert J. Miniaci

Don Miniaci

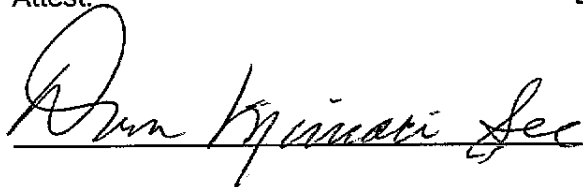
(A majority of its Board of Directors)

IN WITNESS WHEREOF, FLORIDA MUSIC & ENTERTAINMENT, INC. has caused this Merger Agreement to be signed in its name by its President and by its Secretary and its corporate seal affixed, this 31 Day of December, 1998.

CORPORATE SEAL

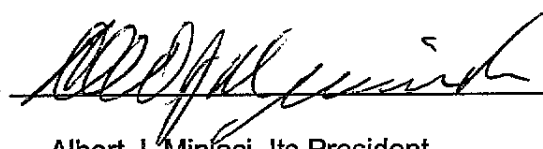
FLORIDA MUSIC & ENTERTAINMENT, INC.

Attest:



Secretary

By:



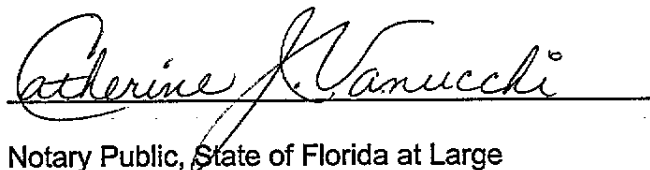
Albert J. Miniaci, Its President

On this ____ day of December, 1998, before me personally appeared Albert Miniaci and Dominick F. Miniaci, respectively President and Secretary of FLORIDA MUSIC & ENTERTAINMENT, INC., to me known to be the persons who executed the foregoing Merger Agreement and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act, deed and agreement of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida on the day and year written above.

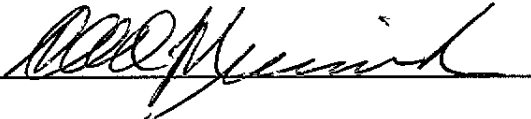


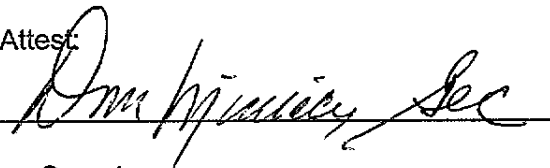
My Commission Expires:


Notary Public, State of Florida at Large

IN WITNESS WHEREOF, PARAMOUNT VENDING INC. has caused this Merger Agreement to be signed in its name by its President and by its Secretary and its corporate seal affixed, this 31 Day of December, 1998.

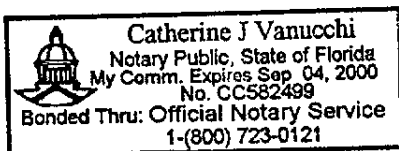
PARAMOUNT VENDING, INC.

By: 
Albert J. Miniaci Its President

Attest: 
Secretary

On this 31st day of December, 1998 before me personally appeared Albert J. Miniaci and Dominick F. Miniaci, respectively President and Secretary of PARAMOUNT VENDING, INC. to me known to be the persons who executed the foregoing Merger Agreement and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, on the day and year written.




Notary Public, State of Florida at Large

My Commission Expires:

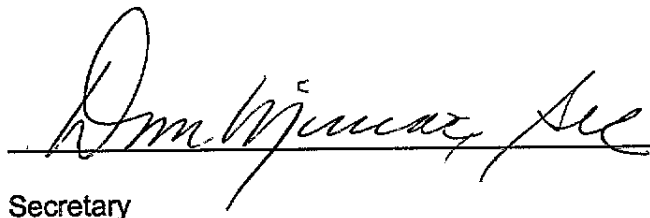
CERTIFICATE OF STOCKHOLDERS' APPROVAL

STATE OF FLORIDA}

COUNTY OF BROWARD}

The undersigned secretary of FLORIDA MUSIC & ENTERTAINMENT, INC., one of the corporations described in and a Party to this Merger Agreement dated December 31, 1998 between FLORIDA MUSIC & ENTERTAINMENT, INC. and PARAMOUNT VENDING INC. hereby certifies that this Agreement was submitted to the Stockholders of FLORIDA MUSIC & ENTERTAINMENT, INC. at a meeting thereof, called for the purpose of taking this Agreement into consideration and duly held on December 30th, 1998; that due notice of the time and place and object of the meeting was given to the Shareholders: that at the meeting the Agreement was considered and a vote was duly taken for the adoption or rejection of the Agreement: and that the votes of the Stockholders of the corporation representing more than fifty (50%) of the total number of shares of its capital stock, and being a majority of the issued and outstanding stock, were for the adoption of this Agreement.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed the corporate seal, this 31 day of December, 1998.


Secretary

CORPORATE SEAL



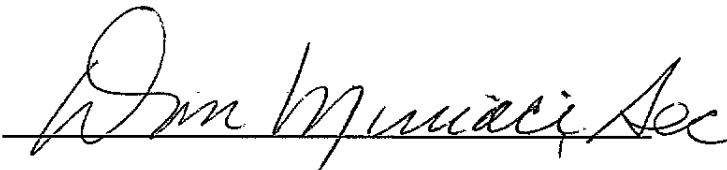
CERTIFICATE OF STOCKHOLDERS' APPROVAL

STATE OF FLORIDA}

COUNTY OF BROWARD}

The undersigned secretary of PARAMOUNT VENDING INC., one of the corporations described in and a Party to this Merger Agreement date December 31st, 1998, between FLORIDA MUSIC & ENTERTAINMENT, INC. and PARAMOUNT VENDING INC. hereby certifies that this Agreement was submitted to the Stockholders of PARAMOUNT VENDING, INC. at a meeting thereof, called for the purpose of taking this Agreement into consideration and duly held on 12/30/98; that due notice of the time and place and object of the meeting was given to the shareholders; that at the meeting the Agreement was considered and a bot was duly taken for the adoption or rejection of the Agreement; and that the votes of the Stockholders of the corporation representing more than fifty (50%) of the total number of shares of its capital stock, and being a majority of the issued and outstanding stock, were for the adoption of this Agreement.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed the corporate seal,
this 31 Day of December, 1998.



Secretary, Dominick F. Miniaci

CORPORATE SEAL

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of process for FLORIDA MUSIC & ENTERTAINMENT, INC., at place designated in Article VIII of the attached Merger Agreement, I hereby accept to act in this capacity, and agree to comply with the provisions of said act, relative to keeping open said office.

RESIDENT AGENT

12/31/98

Date

Dominick F. Miniaci

Dominick F. Miniaci, Esquire