

S 91231

ARTICLES OF MERGER
Merger Sheet

MERGING:

RMC INTERACTIVE, INC., a Florida corporation, document number
P97000024493

INTO

RINGLING MULTIMEDIA CORPORATION which changed its name to
RMC INTERACTIVE, INC., a Florida corporation, S91231

File date: August 18, 1997

Corporate Specialist: Karen Gibson

S 91231

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August 15, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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Re: Agreement, Plan and Articles of Merger of Ringling Multimedia Corporation and RMC Interactive, Inc.

Gentlemen:

Enclosed for filing with your office are Agreement, Plan and Articles of Merger of Ringling Multimedia Corporation and RMC Interactive, Inc. Also enclosed is a check in the amount of \$122.50 covering the filing fee (\$35 x 2) and the cost of one certified copy.

Please file the enclosed Agreement, Plan and Articles of Merger at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours

Catherine J. Scott
Certified Legal Assistant

Enclosures

Merger
JCS
8/20

AGREEMENT, PLAN AND ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER, is made and entered into as of August 14, 1997 between RMC INTERACTIVE, INC., a Florida corporation (hereinafter called "Interactive") and RINGLING MULTIMEDIA CORPORATION, a Florida corporation (hereinafter called "RMC" or the "Surviving Corporation") (Interactive and RMC being sometimes collectively referred to herein as the "Constituent Corporations").

RECITALS

A. Interactive is a corporation duly organized and existing under the laws of the State of Florida, having its offices at Sarasota, Florida.

B. RMC is a corporation duly organized and existing under the laws of the State of Florida, having its offices at Sarasota, Florida.

C. Interactive, under its Articles of Incorporation as amended, has authorized capital of 75,000,000 shares, of which 50,000,000 shares are designated as Common Stock, \$.001 par value, and 25,000,000 shares are designated as Preferred Stock, \$.001 par value, which Preferred Stock may be issued in series. As of the date hereof, 100 shares of the Common Stock, \$.001 par value, of Interactive are outstanding and are held of record and beneficially by RMC constituting ownership of 100% of the outstanding Common Stock of Interactive. This transaction relating to the merger of Interactive with and into RMC is being accomplished in accordance with the provisions of Chapter 607.1104, Florida Statutes, as amended, and the other applicable provisions of Chapter 607, the Florida Business Corporation Act (herein referred to as the "Act").

D. RMC, under its Articles of Incorporation, as amended, has authorized capital of 5,000,000 shares of Common Stock, \$.10 par value per share. As of the date hereof, RMC has outstanding 4,094,235 shares of its Common Stock. The Articles of Incorporation of RMC, as amended to date, permit the issuance of Preferred Stock in such series as may be determined by the Board of Directors of RMC. As of the date hereof, RMC has outstanding 2,174,688 shares of its Convertible Preferred Stock - Second Series (1997).

E. The respective Boards of Directors and shareholders of Interactive and RMC have determined that it is desirable and in the best interests of such shareholders to merge Interactive into RMC pursuant to the provisions of the Act in accordance with the sections cited above and the other applicable provisions of the Act.

NOW, THEREFORE, Interactive and RMC, in consideration of the mutual covenants, agreements and conditions set forth herein, and in accordance with the laws of the State of Florida, hereby agree as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I - Effect of Merger

Upon the Effective Date of the Merger (as described herein), which for financial accounting and reporting services shall be deemed to be August 15, 1997:

1.01. Interactive shall be merged with and into RMC, which shall be the Surviving Corporation (such merger being sometimes called herein the "Merger"). The separate existence of Interactive shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation. As appropriate, the directors of Interactive shall take such action, or allow such events to occur, as shall effect the dissolution of Interactive except as its continued existence may be required pursuant to the laws of the State of Florida or otherwise. The corporate existence of RMC shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, RMC shall continue to be governed by the laws of the State of Florida. On and after the Effective Date of the Merger, RMC shall utilize and be known by the corporate name RMC INTERACTIVE, INC. RMC shall take such further corporate action with respect to the utilization of such name as is required by the Act.

1.02. As the Surviving Corporation, RMC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Constituent Corporations. All property, real, personal and mixed, all debts due on whatever account, including without limitation subscriptions to shares, all other choses in action, and all and every other interest of or belonging to or due to the Constituent Corporations shall be taken and deemed to be transferred to and invested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

1.03. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the respective Constituent Corporations, and any claim existing or action or proceeding pending against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

1.04. All corporate acts, plans, policies, arrangements, approvals and authorizations of Interactive and RMC, their respective shareholders, Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger, shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Surviving Corporation, and shall be as effective and binding thereon as they were with respect to Interactive and RMC.

1.05. From time to time thereafter, as and when requested by RMC, or by its successors and assigns, the officers and directors of Interactive last in office shall and will execute and deliver such deeds and other instruments, and take or cause to be taken such further action as shall be necessary in order to vest, perfect, or confirm, of record or otherwise, RMC's title to and possession

of all the properties, rights, privileges, immunities, powers and franchises of Interactive and to otherwise carry out the purposes of this Agreement, Plan and Articles of Merger.

ARTICLE II - Articles of Incorporation,
Bylaws and Directors

2.01. The Articles of Incorporation of RMC, as in effect on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, subject always to the right of the Surviving Corporation to amend, alter, change or repeal its Articles of Incorporation in accordance with the laws of the State of Florida, including, without limitation, the adoption of the name RMC INTERACTIVE, INC. by the Surviving Corporation.

2.02. The Bylaws of RMC, as existing and constituted on the Effective Date of the Merger, shall constitute the Bylaws of the Surviving Corporation until such Bylaws are altered, amended or repealed in accordance with the provisions thereof and the provisions of the laws of the State of Florida.

2.03. The directors and officers of the Surviving Corporation, from and after the Effective Date of the Merger shall be:

Frank L. Countryman	-	Director, Chairman of the Board of Directors, President and Chief Executive Officer, Treasurer and Chief Financial Officer
James A. Patterson	-	Director and Secretary
William T. Kirtley	-	Director and Assistant Secretary
Thomas E. Linehan	-	Director
S. James Cooper	-	Vice President for Operations

ARTICLE III - Extinguishment of Interactive Shares

Upon the Effective Date of the Merger, which shall be August 15, 1997 or such subsequent date provided by the Act, the outstanding 100 shares of Common Stock, \$.001 par value, of Interactive shall be extinguished in the light of the merger of Interactive with and into RMC, which is the Surviving Corporation to this merger transaction. As the record and beneficial holder of all of the outstanding 100 shares of Common Stock, \$.001 par value, of Interactive, RMC waives any rights of dissent which it may have with respect to the merger transaction as may be provided by the Act. Additionally, RMC, as the record and beneficial owner of all of the outstanding Common Stock, \$.001 par value, of Interactive, waives the mailing requirements as set forth in Chapter 607.1104(2), Florida Statutes, as amended, and consents to the delivery of this Agreement,

Plan and Articles of Merger to the Department of State, State of Florida, on and after August 14, 1997.

ARTICLE IV - Execution, Effect and Effectiveness

4.01. Upon the execution of this Agreement, Plan and Articles of Merger by the duly authorized officers of the Constituent Corporations, this document shall be incorporated as a part of the minutes of the requisite shareholder and Board of Director action of the Constituent Corporations previously convened and held or reflected in written action undertaken in accordance with the provisions of Section 607.0704 and 607.0821, Florida Statutes, as amended.

4.02. This Agreement, Plan and Articles of Merger shall be filed with the Department of State of the State of Florida in accordance with the provisions of the Act. The Merger shall become effective in accordance with applicable law, and as described above (such date of effectiveness being called herein the "Effective Date of the Merger").

4.03. The date of adoption of this Agreement, Plan and Articles of Merger shall be August 14, 1997 and such has been adopted by the members of the Boards of Directors and the holders of a majority of the outstanding shares of the Constituent Corporations as of such date, which number was sufficient for approval.

ARTICLE V - Miscellaneous Matters

5.01. This Agreement, Plan and Articles of Merger may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become a binding agreement when one or more counterparts have been signed by each of the parties and delivered to the other party.

5.02. This Agreement, Plan and Articles of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

5.03. The headings of the several Articles herein are inserted for the convenience of reference only, and are not intended to be a part of, or to affect the meaning or interpretation of, this instrument.

5.04. This instrument shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors, assigns, heirs and representatives.

IN WITNESS WHEREOF, this Agreement, Plan and Articles of Merger has been adopted by the directors of each of the Constituent Corporations pursuant to Section 607.1104 of the Act and has been executed by the President of each of the Constituent Corporations, and acknowledged by the Secretary of each of the Constituent Corporations, all as of the date first above written.

RMC INTERACTIVE, INC.

By 
Frank L. Countryman, President

ATTEST:


William T. Kirtley, Assistant Secretary

RMC INTERACTIVE, INC.

By 
Frank L. Countryman, President

ATTEST:


William T. Kirtley, Assistant Secretary