

V18214

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN 14 2003

CT CORPORATION

January 14, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5766722 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Cellar Door South East, Inc. (FL)
Merger (Discontinuing Company)
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

CELLAR DOOR SOUTH EAST, INC., a Florida entity, V18214

INTO

CELLAR DOOR AMPHITHEATER, INC.. a Virginia entity not qualified in Florida

File date: January 14, 2003

Corporate Specialist: Teresa Brown

FILED
03 JAN 14 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CELLAR DOOR SOUTH EAST, INC.
(a Florida corporation)
WITH AND INTO
CELLAR DOOR AMPHITHEATER, INC.
(a Virginia corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations set forth the following Articles of Merger (the "Articles") for the purpose of merging CELLAR DOOR SOUTH EAST, INC., a Florida corporation ("CDSE") with and into CELLAR DOOR AMPHITHEATER, INC., a Virginia corporation ("CDA"), with CDA being the surviving entity (such merger being hereinafter referred to as the "Merger"):

1. The name and state of incorporation of the surviving entity of the Merger (the "Surviving Entity"), a for-profit corporation, is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Cellar Door Amphitheater, Inc.	Virginia

2. The names and states of incorporation of each of the constituent entities (the "Constituent Entities"), both for-profit corporations, are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Cellar Door South East, Inc.	Florida
Cellar Door Amphitheater, Inc.	Virginia

3. Each of the Constituent Entities has complied with the laws of the state under which it exists and such laws permit the Merger.

4. The Agreement and Plan of Merger dated December 26, 2002, by and between CDSE and CDA (the "Plan of Merger") is authorized on behalf of each of the Constituent Entities and the persons signing the Articles on behalf of each of the Constituent Entities are duly authorized to do so. A copy of the Plan of Merger is attached hereto as Exhibit A.

5. The Plan of Merger was adopted by the Board of Directors of the Surviving Entity on December 26, 2002 and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of CDSE on December 26, 2002.

7. The Surviving Entity is a Virginia corporation with its principal office at 200 E. Basse Road, San Antonio, Texas 78209. The Surviving Entity is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

8. The executed Plan of Merger is on file at the principal place of business of the Surviving Entity at 200 E. Basse Road, San Antonio, Texas 78209. A copy of the Plan of Merger will be furnished, on written request to the Surviving Entity and without cost to any shareholder of either of the Constituent Entities.

9. The Merger is effective as of the filing date of the Articles of Merger.

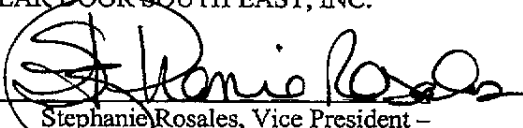
10. The Articles of Incorporation of CDA shall continue unchanged after the Merger until changed or amended as provided by law.

[CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles to be signed by their duly authorized officers, on this 21st day of December, 2002.

CELLAR DOOR SOUTH EAST, INC.

By:


Stephanie Rosales, Vice President –
Corporate Tax

CELLAR DOOR AMPHITHEATER, INC.

By:

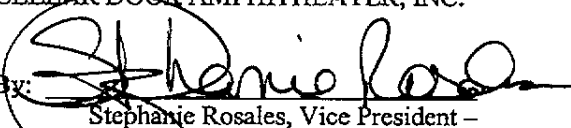

Stephanie Rosales, Vice President –
Corporate Tax

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into as of the 26th day of December, 2002, by and between Cellar Door South East, Inc., a Florida corporation ("CDSE"), and Cellar Door Amphitheater, Inc., a Virginia corporation ("CDA"), being sometimes hereinafter together referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, CDA is a corporation duly organized and existing under the laws of the State of Virginia;

WHEREAS, CDSE is a corporation duly organized and existing under the laws of the State of Florida, and having authorized capital stock consisting of 1,000 shares of common stock, par value \$1.00 per share (the "CDSE Common Stock"), of which 100 shares are outstanding;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the general welfare and to the benefit of such corporations and their respective shareholders that CDSE merge with and into CDA pursuant to Sections 607.1101 et seq. of the Florida Business Corporation Act ("FBCA") and Sections 13.1-716 et seq. of the Code of Virginia (the "COV");

WHEREAS, the Boards of Directors and sole shareholder of CDSE have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers; and

WHEREAS, the Board of Directors of CDA have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers; and

WHEREAS, it is the intention of the Constituent Corporations that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Florida and the State of Virginia, that the Constituent Corporations shall be merged into a single corporation, to-wit: Cellar Door Amphitheater, Inc., a Virginia corporation, one of the Constituent Corporations, which shall be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect shall be as hereafter set forth:

ARTICLE I

EFFECTIVE DATE

This Plan of Merger has been approved by the sole shareholder of CDSE as provided by the FBCA. If this Plan of Merger is not terminated and abandoned pursuant to the provisions of Article VII hereof, the Articles of Merger shall be filed with the Secretary of State of Florida and the Secretary of State of Virginia. The Merger shall be effective immediately (the "Effective Date"). On the Effective Date, the separate existence of CDSE shall cease and CDSE shall be merged into the Surviving Corporation.

ARTICLE II

ARTICLES OF INCORPORATION; BY-LAWS; DIRECTORS AND OFFICERS

The Articles of Incorporation of CDA shall continue unchanged after the Merger until changed or amended as provided by law.

The By-Laws of CDA shall continue unchanged after the Merger until changed or amended as provided by law.

The directors and officers of CDA immediately prior to the Effective Date shall constitute the directors and officers of the Surviving Corporation immediately following the Effective Date. Such officers and directors of CDA shall hold their positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

ARTICLE III

CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares of the Constituent Corporations, are as follows:

1. Each share of CDSE Common Stock which shall be issued and outstanding as of the Effective Date shall be cancelled and retired, all rights in respect thereof shall cease to exist and no shares of CDSE Common Stock, CDA Common Stock or other securities of CDSE or CDA shall be issuable with respect thereto.
2. Each share of CDA Common Stock which shall be issued and outstanding as of the Effective Date shall remain issued and outstanding.
3. There are no reasonable grounds to believe the foregoing treatment of the shares will render the Surviving Corporation insolvent.

ARTICLE IV

EFFECT OF THE MERGER

On the Effective Date, the separate existence of each Constituent Corporation (other than the Surviving Corporation) shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers, or other authorized representative of the respective Constituent Corporations shall execute, acknowledge, and deliver such instruments and do such acts. For these purposes, the existence of the Constituent Corporations and the authority of their respective officers, directors, or other authorized representatives is continued notwithstanding the Merger. The Surviving Corporation shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each Constituent Corporation, and all obligations belonging to or due to each Constituent Corporation, all of which are vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in any Constituent Corporation shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Corporation is liable for all the obligations of each Constituent Corporation, including liability to dissenting shareholders. Any claim existing or any action or proceeding pending by or against any Constituent Corporation may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. All rights of creditors of each Constituent Corporation are preserved unimpaired, and all liens upon the property of any Constituent Corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Date.

ARTICLE V

ACCOUNTING MATTERS

The assets and liabilities of the Constituent Corporations, as of the Effective Date of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Virginia and with generally accepted accounting principles.

ARTICLE VI

APPROVAL OF SOLE SHAREHOLDER

This Plan of Merger has been approved by the sole shareholder of CDSE as provided by the FBCA and shareholder approval is not necessary by the shareholders of CDA as provided by the COV.

ARTICLE VII

ABANDONMENT

This Plan of Merger may be abandoned at any time notwithstanding favorable action on the Merger by the shareholders of either or both of such corporations, but not later than the date of filing of the Articles of Merger, by the Board of Directors of CDSE and CDA evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the Constituent Corporations or their shareholders or directors or officers in respect thereof.

ARTICLE VIII

AMENDMENT

CDSE and CDA, by mutual consent of their respective Boards of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time; provided, however, no such amendment shall be made which shall affect the rights of the sole shareholder of CDSE or the shareholders of CDA in a manner which, in the judgment of the Boards of Directors of CDSE or CDA, respectively, is materially adverse to such shareholders, or as otherwise provided by the FBCA and/or the COV, without the further approval of such shareholders.

ARTICLE IX

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of CDSE acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Corporation shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of CDSE or CDA to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

ARTICLE X

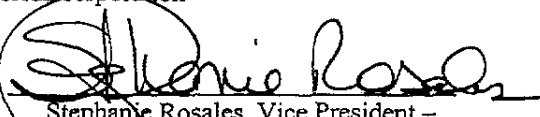
COUNTERPARTS

This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, CDSE and CDA, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

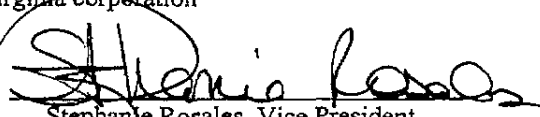
CELLAR DOOR SOUTH EAST, INC.,
a Florida corporation

By:


Stephanie Rosales, Vice President -
Corporate Tax

CELLAR DOOR AMPHITHEATER, INC.,
a Virginia corporation

By:


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