



V47247

ACCOUNT NO. : 072100000032

REFERENCE : 975517 4319220

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED
98 OCT - 6 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 25, 1998

ORDER TIME : 10:58 AM

ORDER NO. : 975517-010

CUSTOMER NO: 4319220

CUSTOMER: Michael Liotta, Esq
Viacom Inc.
1515 Broadway
51-35
New York, NY 10036

900002656709--0

ARTICLES OF MERGER

SEE NOTES
(17 DE, 3 FL, & 1 NV CORPS)

101 PROPERTIES CORP.
HOUSTON VIDEO VENTURE, INC.
M.R.E. ENTERPRISES, INC.

INTO

AHV HOLDING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
98 OCT - 6 PM 12:07
DIVISION OF CORPORATION

10/6

ARTICLES OF MERGER
Merger Sheet

MERGING:

101 PROPERTIES CORP., a Florida corporation, V47247
M.R.E. ENTERPRISES, INC., a Florida corporation, V43663
HOUSTON VIDEO VENTURE, INC., a Florida corporation, K73734

INTO

AHV HOLDING CORPORATION, a Delaware corporation not qualified in
Florida.

File date: October 6, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 140.00

ARTICLES OF MERGER
OF
101 Properties Corp.
Houston Video Venture, Inc.
M.R.E. Enterprises, Inc.
AND
AHV HOLDING CORPORATION
(a Delaware corporation)

FILED
98 OCT -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging 101 Properties Corp. (a Florida corporation), Houston Video Venture, Inc. (a Florida corporation), and M.R.E. Enterprises, Inc. (a Florida corporation) with and into **AHV Holding Corporation**, a Delaware corporation and the surviving corporation.

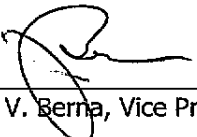
2. The sole shareholders of 101 Properties Corp., Houston Video Venture, Inc., and M.R.E. Enterprises, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on September 28, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The mergers of 101 Properties Corp., Houston Video Venture, Inc., and M.R.E. Enterprises, Inc. with and into **AHV Holding Corporation** is permitted by the laws of the jurisdiction of organization of **AHV Holding Corporation** and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole shareholder of **AHV Holding Corporation** was September 28, 1998.

4. The merger herein provided for shall become effective in the State of Florida upon filing these Articles of Merger with the Secretary of State.

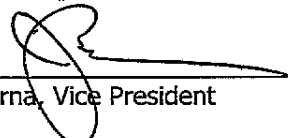
Dated: September 28, 1998

101 PROPERTIES CORP.
HOUSTON VIDEO VENTURE, INC.
M.R.E. ENTERPRISES, INC.



John V. Berna, Vice President

AHV HOLDING CORPORATION



John V. Berna, Vice President

AGREEMENT AND PLAN OF MERGER
OF
M.R.E. Enterprises, Inc. (a Florida corporation)
100% Raw Productions Inc. (a Delaware corporation)
101 Properties Corp. (a Florida corporation)
Blockbuster Airship Holding Corporation (a Delaware corporation)
Blockbuster Discovery Investment Inc. (a Delaware corporation)
Blockbuster Entertainment Inc. (a Delaware corporation)
Blockbuster Family Fun, Inc. (a Delaware corporation)
Blockbuster Park Holding Corporation (a Delaware corporation)
Blockbuster Productions Corporation (a Delaware corporation)
Blockbuster Promotions Inc. (a Delaware corporation)
Blockbuster Video International Corporation (a Delaware corporation)
BMHC Inc. (a Delaware corporation)
Erol's Inc. (a Delaware corporation)
Houston Video Venture, Inc. (a Florida corporation)
Major Video Corp. (a Nevada corporation)
New River Entertainment Corporation (a Delaware corporation)
UIV Acquisition Corporation (a Delaware corporation)
AND
AHV HOLDING CORPORATION
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on September 28, 1998, by and among **M.R.E. Enterprises, Inc.** (a Florida corporation), **100% Raw Productions Inc.** (a Delaware corporation), **101 Properties Corp.** (a Florida corporation), **Blockbuster Airship Holding Corporation** (a Delaware corporation), **Blockbuster Discovery Investment Inc.** (a Delaware corporation), **Blockbuster Entertainment Inc.** (a Delaware corporation), **Blockbuster Family Fun, Inc.** (a Delaware corporation), **Blockbuster Park Holding Corporation** (a Delaware corporation), **Blockbuster Productions Corporation** (a Delaware corporation), **Blockbuster Promotions Inc.** (a Delaware corporation), **Blockbuster Video International Corporation** (a Delaware corporation), **BMHC Inc.** (a Delaware corporation), **Erol's Inc.** (a Delaware corporation), **Houston Video Venture, Inc.** (a Florida corporation), **Major Video Corp.** (a Nevada corporation), **New River Entertainment Corporation** (a Delaware corporation) and **UIV Acquisition Corporation** (a Delaware corporation); approved by resolution adopted by each such corporation's respective Board of Directors on said date, and entered into on September 28, 1998, by **AHV HOLDING**

CORPORATION, (a Delaware corporation) and approved by resolution adopted by its Board of Directors on said date.

WHEREAS **M.R.E. Enterprises, Inc.** is a business corporation of the State of Florida, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 10,000 shares of stock all of which are of one class and of a par value of \$1.00 each; and

WHEREAS **100% Raw Productions Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 200 shares of stock all of which are of one class and of a par value of \$.01 each; and

WHEREAS **101 Properties Corp.** is a business corporation of the State of Florida, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 10,000 shares of stock all of which are of one class and of a par value of \$1.00 each; and

WHEREAS **AHV Holding Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Airship Holding Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Discovery Investment Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Entertainment Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas,

and has authority to issue 10,000 shares of stock all of which are of one class and of a par value of \$.01 each; and

WHEREAS **Blockbuster Family Fun, Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Park Holding Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Productions Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Blockbuster Promotions Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.01 each; and

WHEREAS **Blockbuster Video International Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 500 shares of stock all of which are of one class and of no par value; and

WHEREAS **BMHC Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 200 shares of stock all of which are of one class and of a par value of \$.01 each; and

WHEREAS **Erol's Inc.** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.001 each; and

WHEREAS **Houston Video Venture, Inc.** is a business corporation of the State of Florida, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$1.00 each; and

WHEREAS **Major Video Corp.** is a business corporation of the State of Nevada, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 250,000 shares of stock all of which are of one class and of no par value; and

WHEREAS **New River Entertainment Corporation** is a business corporation of the State of Delaware, has a principal office located at 1201 Elm Street, City of Dallas, County of Dallas, Texas, and has authority to issue 1,000 shares of stock all of which are of one class and of a par value of \$.01 each; and

WHEREAS, **UIV Acquisition Corporation** is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle, and has authority to issue is one thousand (1,000) all of which are of one class and of no par value each; and

WHEREAS, the Florida Business Corporation Act, the Nevada Business Corporation Act and the Texas Business Corporation Act each permits a merger of a business corporation of their domestic states with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, each of the Board of Directors of **M.R.E. Enterprises, Inc., 100% Raw Productions Inc., 101 Properties Corp., Blockbuster Airship Holding Corporation, Blockbuster Discovery Investment Inc., Blockbuster Entertainment Inc., Blockbuster Family**

Fun, Inc., Blockbuster Park Holding Corporation, Blockbuster Productions Corporation, Blockbuster Promotions Inc., Blockbuster Video International Corporation, BMHC Inc., Erol's Inc., Houston Video Venture, Inc., Major Video Corp. New River Entertainment Corporation and UIV Acquisition Corporation (collectively the "Terminating Corporations") and **AHV Holding Corporation**, deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholder to merge the Terminating Corporations with and into AHV Holding Corporation pursuant to the provisions of the Delaware Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Terminating Corporations and approved by resolutions adopted by their Board of Directors and being thereunto duly entered into by AHV Holding Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. The Terminating Corporations and AHV Holding Corporation shall, pursuant to the provisions of the Delaware Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, **AHV Holding Corporation**, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and **the Surviving Corporation shall continue to exist as said Surviving Corporation under the name Blockbuster Inc.** pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of each Terminating Corporation, shall cease at said effective time in accordance with the provisions of the Delaware Business Corporation Act.

2. The Certificate of Incorporation of the Surviving Corporation, as in effect at the Effective Date, shall be amended to change the name of the Surviving Corporation to "**Blockbuster Inc.**"

3. The By-laws of the Surviving Corporation, as in effect on the Effective Date, shall be the By-laws of the Surviving Corporation.

4. The officers and directors of the Surviving Corporation on the Effective Date shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof each remaining outstanding shares of Common Stock of the Terminating Corporations shall be cancelled and each share of Common Stock of the Surviving Corporation will remain unaffected.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Delaware General Corporation Law and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts with the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers each Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with _____

the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Delaware, by the Board of Directors of any party hereto.

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agree upon shall become effective in the State of Delaware, shall be at 9:00 a.m. on September 28, 1998.

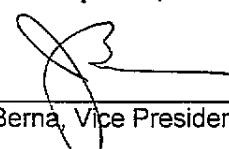
IN WITNESS WHEREOF, on this 28th day of September, 1998, in the City of New York, in the State of New York, each of the undersigned does hereby declare under the penalty of perjury that they signed this Plan and Agreement of Merger in their official capacities and set forth beneath their respective signatures, and that the statements set forth in said Plan of Merger are true of their own knowledge.

AHV Holding Corporation



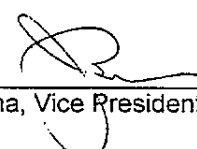
John Berna, Vice President

M.R.E. Enterprises, Inc.



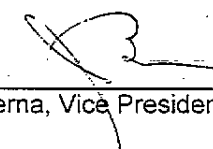
John Berna, Vice President

100% Raw Productions Inc.



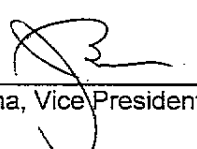
John Berna, Vice President

101 Properties Corp.



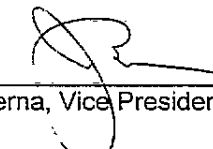
John Berna, Vice President

Blockbuster Airship Holding Corporation



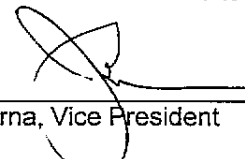
John Berna, Vice President

Blockbuster Discovery Investment Inc.



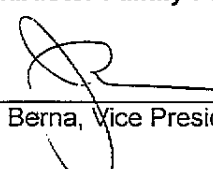
John Berna, Vice President

Blockbuster Entertainment Inc.



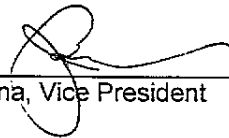
John Berna, Vice President

Blockbuster Family Fun, Inc.



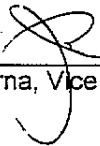
John Berna, Vice President

Blockbuster Park Holding Corporation



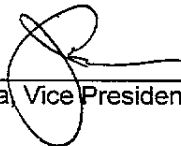
John Berna, Vice President

Blockbuster Productions Corporation



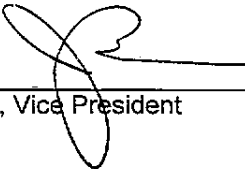
John Berna, Vice President

Blockbuster Promotions Inc.



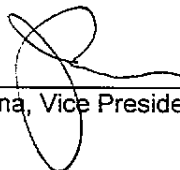
John Berna, Vice President

Blockbuster Video International Corporation



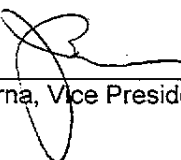
John Berna, Vice President

BMHC Inc.



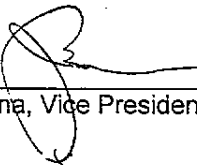
John Berna, Vice President

Erol's Inc.



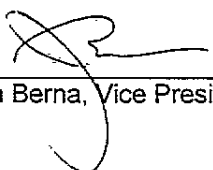
John Berna, Vice President

Houston Video Venture, Inc.



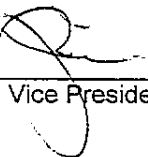
John Berna, Vice President

Major Video Corp.



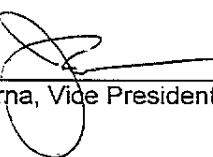
John Berna, Vice President

New River Entertainment Corporation



John Berna, Vice President

UIV Acquisition Corporation



John Berna, Vice President

CERTIFICATE OF ASSISTANT SECRETARY
OF
AHV HOLDING CORPORATION

The undersigned, being the Assistant Secretary of AHV Holding Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


Dated: September 28, 1998


Irene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
M.R.E. ENTERPRISES, INC.

The undersigned, being the Assistant Secretary of M.R.E. Enterprises, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
100% RAW PRODUCTIONS INC.

The undersigned, being the Assistant Secretary of 100% Raw Productions Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
101 PROPERTIES CORP.

The undersigned, being the Assistant Secretary of 101 Properties Corp., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

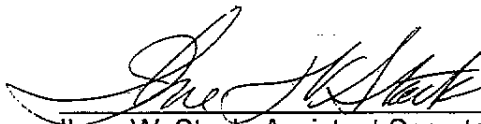
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER AIRSHIP HOLDING CORPORATION

The undersigned, being the Assistant Secretary of Blockbuster Airship Holding Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER DISCOVERY INVESTMENT INC.

The undersigned, being the Assistant Secretary of Blockbuster Discovery Investment Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


Dated: September 28, 1998


Irene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER ENTERTAINMENT INC.

The undersigned, being the Assistant Secretary of Blockbuster Entertainment Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

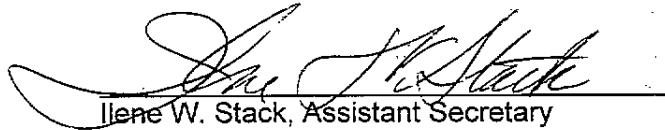
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER FAMILY FUN, INC.

The undersigned, being the Assistant Secretary of Blockbuster Family Fun, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

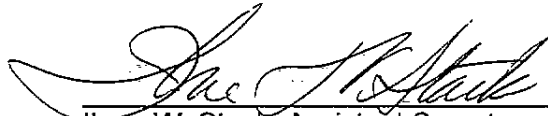
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER PARK HOLDING CORPORATION

The undersigned, being the Assistant Secretary of Blockbuster Park Holding Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


Dated: September 28, 1998


Hene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER PRODUCTIONS CORPORATION

The undersigned, being the Assistant Secretary of Blockbuster Productions Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

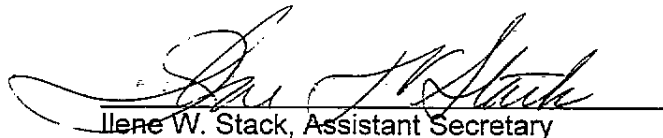
Dated: September 28, 1998


Irene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER PROMOTIONS INC.

The undersigned, being the Assistant Secretary of Blockbuster Promotions Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BLOCKBUSTER VIDEO INTERNATIONAL CORPORATION

The undersigned, being the Assistant Secretary of Blockbuster Video International Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
BMHC INC.

The undersigned, being the Assistant Secretary of BMHC Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

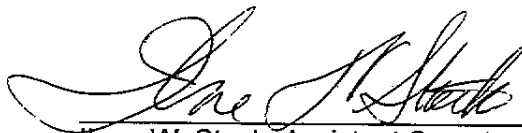
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
EROL'S INC.

The undersigned, being the Assistant Secretary of Erol's Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

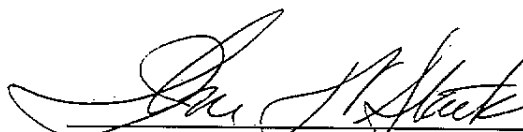
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
HOUSTON VIDEO VENTURE, INC.

The undersigned, being the Assistant Secretary of Houston Video Venture, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

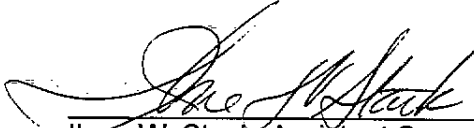
Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
MAJOR VIDEO CORP.

The undersigned, being the Assistant Secretary of Major Video Corp., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998

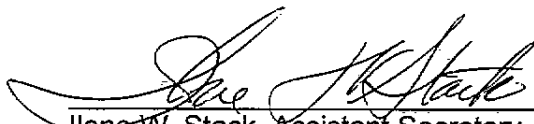


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
NEW RIVER ENTERTAINMENT CORPORATION

The undersigned, being the Assistant Secretary of New River Entertainment Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.


Dated: September 28, 1998


Ilene W. Stack, Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
UIV ACQUISITION CORPORATION

The undersigned, being the Assistant Secretary of UIV Acquisition Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: September 28, 1998


Irene W. Stack, Assistant Secretary