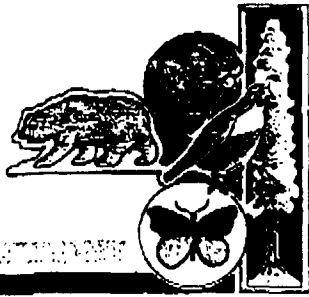


A458583



State
of
California
SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript has been compared with
the corporate record on file in this office, of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 20 1995



Bill Jones

Secretary of State

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement"), dated as of March 9, 1995, is made by and between Sharks Management Corp., a California corporation ("SMC"), and San Jose Sharks Corp., a California corporation ("SJSC" and, together with SMC, the "Merging Corporations").

RECITALS

A. The authorized capital stock of SJSC consists of 1,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding.

B. The authorized capital stock of SMC consists of 1,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding.

C. The shareholders of SMC and SJSC are identical, and each such shareholder owns the same proportional interest in each SMC and SJSC.

D. The Merging Corporations desire to effect a merger whereby SMC will merge with and into SJSC (the "Merger").

E. The Board of Directors of SMC has determined that it is advisable and in the best interests of SMC to merge with and into SJSC subject to the terms and conditions provided herein, and, pursuant to Section 1100 of the California General Corporation Law have adopted and approved this Agreement and directed that it be executed by the undersigned officers and be submitted to a vote of the shareholders of SMC.

F. The Board of Directors of SJSC has determined that it is advisable and in the best interests of SJSC to merge with SMC subject to the terms and conditions provided herein, and the Board of Directors of SJSC has approved this Agreement and has directed that it be executed by the undersigned officers and be submitted to a vote of the shareholders of SJSC.

O R A S E D
F I L E D

In the office of the Secretary of State
of California

NOW, THEREFORE, SJSC and SMC hereby agree as follows:

MAR - 9 1995

AGREEMENTS

1. THE MERGER

1.1 **The Merger.** Subject to the terms and conditions of this Agreement, at the Effective Time (as defined in Section 1.2), and in accordance with the terms and conditions of this Agreement and Section 1100 of the California General Corporation Law, SMC shall be merged with and into SJSC. At the Effective Time, the separate corporate existence of SMC shall cease, and

Bill Jones
BILL JONES, Secretary of State

SJSC shall continue its existence as the surviving corporation under the laws of the State of California (the "Surviving Corporation"). The name of the Surviving Corporation shall be San Jose Sharks Corp.

1.2 Effective Time of the Merger. The Merger shall be effective upon the filing of this Agreement as well as any other necessary documentation with the Secretary of State for the State of California pursuant to Section 1103 of the California General Corporation Law.

1.3 Effects of the Merger. At the Effective Time, the Merger shall occur as provided in Section 1107 of the California General Corporation Law.

1.4 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of SJSC, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the California General Corporation Law.

1.5 By Laws of the Surviving Corporation. The Bylaws of SJSC, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and with the California General Corporation Law.

1.6 Directors of Surviving Corporation. Each person who is a director of SJSC immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation from and after the Effective Time and shall serve as provided in the Articles of Incorporation and Bylaws.

1.7 Officers of Surviving Corporation. The officers of SJSC in office immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each such officer shall serve as provided in the Articles of Incorporation and Bylaws.

2. MANNER, BASIS, AND EFFECT OF CONVERTING SHARES

2.1 Conversion of Shares. At the Effective Time:

(a) Each share of Common Stock of SMC issued and outstanding or held in treasury prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without consideration and all rights in respect thereof shall cease, and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

(b) Each share of Common Stock of SJSC issued and outstanding or held in treasury immediately prior to the

Effective Time shall remain a share of Common Stock of SJSC and will retain the same rights and privileges as it had prior to the Effective Time.

(c) Each share certificate which immediately prior to the Effective Time represented an outstanding share of SMC's Common Stock shall be surrendered to SJSC to be cancelled and retired.

3. MISCELLANEOUS

3.1 **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and the same agreement.

3.2 **Severability.** In case any provision of this Agreement shall be held invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions of the Agreement will not in any way be affected or impaired thereby.

3.3 **Governing Law.** This Agreement shall be construed and interpreted in accordance with the laws of the State of California.

IN WITNESS WHEREOF, each of SMC and SJSC has caused this Agreement to be duly executed by its duly authorized officers as of the day and year first above written.

SHARKS MANAGEMENT CORP.

By: Arthur L. Savage
Arthur L. Savage, President

SAN JOSE SHARKS CORP.

By: Arthur L. Savage
Arthur L. Savage, President

IN WITNESS WHEREOF, each of SMC and SJSC has caused this Agreement to be duly executed by its duly authorized officers as of the day and year first above written.

SHARKS MANAGEMENT CORP.

By: 
Irvin A. Leonard, Secretary

SAN JOSE SHARKS CORP.

By: 
Irvin A. Leonard, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Arthur L. Savage and Irvin A. Leonard certify that:


1. They are the President and the Secretary, respectively, of San Jose Sharks Corp., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 9, 1995



Arthur L. Savage,
President



Irvin A. Leonard,
Secretary


CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Arthur L. Savage and Irvin A. Leonard certify that:


1. They are the President and the Secretary, respectively, of Sharks Management Corp., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 9, 1995



Arthur L. Savage,
President



Irvin A. Leonard,
Secretary