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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 03/31/2005) Tab settings



DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): NILES AUDIO CORP., INC. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State FL 07/03/02 [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [ ] No

2. Name and address of receiving party(ies) Name: The Audio Group, Inc. Internal Address: Street Address: 12331 SW 130 Street City: Miami State: FL Zip: 33186 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State FL [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [ ] No

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 12/09/1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,034,463 2,299,025 Additional number(s) attached Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ronald Peter Roman Internal Address: Street Address: 8306 Mills Dr, #669 City: Miami State: FL Zip: 33188

6. Total number of applications and registrations involved: [ ] 7. Total fee (37 CFR 3.41) \$65-xx [x] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Ronald Peter Roman Name of Person Signing Signature Date 6-28-02 Atty for Registrant [ ] 19 Total number of pages including cover sheet, attachments, and document.

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

07/09/2002 TBIAZI 00000071 2034463 01 FC:481 02 FC:482 40.00 OP 25.00 OP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
NILES AUDIO CORPORATION, INC.,  
into  
THE AUDIO GROUP, INC.,

Pursuant to the provisions of Section 607.1105 Florida Statutes, these Articles of Merger provide that:

1. Niles Audio Corporation, Inc., a Florida corporation, shall be merged with and into The Audio Group, Inc., a Florida corporation, which shall be the surviving corporation.
2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of The Audio Group, Inc., by written consent dated December 7, 1998, and by the directors and shareholders of Niles Audio Corporation, Inc., by written consent dated December 7, 1998.
3. The merger, which was approved by both corporations by unanimous consent, shall become effective on the day the Articles of Merger has been filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 9, 1998.

The Audio Group, Inc., a Florida corporation

By: Ivan Zuckerman  
Ivan Zuckerman, President

Attest: Janice Kay Zuckerman  
Janice Kay Zuckerman, Secretary

By: [Signature]  
Ivan Zuckerman, President

Attest: [Signature]  
Janice Kay Zuckerman, Secretary

STATE OF FLORIDA )  
 ) :ss  
COUNTY OF MIAMI-DADE )

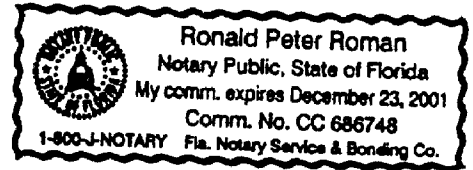
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 1998 by Ivan Zuckerman and Janice Kay Zuckerman, as President and Secretary, of Niles Audio Corporation, Inc., a Florida corporation,  who is personally known to me or  who has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_

My Commission Expires:

STATE OF FLORIDA )  
 ) :ss  
COUNTY OF MIAMI-DADE )

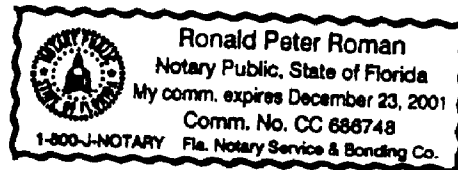


The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 1998 by Ivan Zuckerman and Janice Kay Zuckerman, as President and Secretary, of The Audio Group, Inc., a Florida corporation,  who is personally known to me or  who has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_

My Commission Expires:





## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 7<sup>th</sup> day of December, 1998, by and between Niles Audio Corporation, Inc., a Florida corporation, and The Audio Group, Inc., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations. "

### WITNESSETH:

WHEREAS, Niles Audio Corporation, Inc., was duly incorporated in the State of Florida and has authorized capital stock of One Thousand (1,000) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which Five Hundred (500) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, The Audio Group, Inc., was duly incorporated in the State of Florida and has authorized capital stock of One Thousand (1,000) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which Four Hundred (400) shares of common voting stock are duly issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted Resolutions on December 7, 1998, which provide that pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, Niles Audio Corporation, Inc. (the "Merging Corporation"), be merged with and into The Audio Group, Inc. (the "Surviving Corporation"), in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit

facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.
2. **AGREEMENT TO MERGE.** The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.
3. **NAME OF MERGED CORPORATION.** The name of the Surviving Corporation shall continue to be: The Audio Group, Inc.
4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger will be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.
5. **BYLAWS.** The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. **DIRECTORS AND OFFICERS.** The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall continue as the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation .

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Merging Corporation and of the Surviving Corporation are presently owned by the same shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Corporation shall surrender his or her certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The then issued and outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the issued and outstanding stock in such Surviving Corporation.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF DIRECTORS AND OFFICERS.** The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.


11. **EFFECTIVE DATE.** This plan shall become effective on the day that the Articles of Merger has been filed by Secretary of State of Florida. The term "Effective Date", wherever used in this Plan, shall mean the Effective Date herein described. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

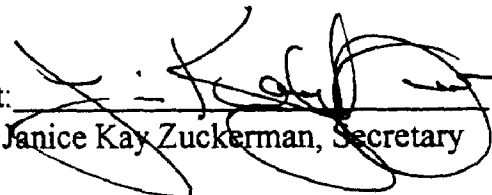
12. **RIGHT TO ABANDON MERGER.** The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

MERGING CORPORATION:


Niles Audio Corporation, Inc.

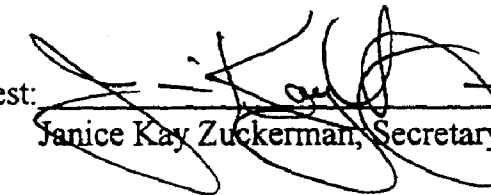
By:  \_\_\_\_\_  
Ivan Zuckerman, President

Attest:  \_\_\_\_\_  
Janice Kay Zuckerman, Secretary  
(Corporate Seal)

SURVIVING CORPORATION:

The Audio Group, Inc.

By:  \_\_\_\_\_  
Ivan Zuckerman, President

Attest:  \_\_\_\_\_  
Janice Kay Zuckerman, Secretary  
(Corporate Seal)





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 11, 1998

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32302

Re: Document Number F71673

The Articles of Merger were filed December 11, 1998, for THE AUDIO GROUP, INC., the surviving Florida corporation.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Annette Ramsey  
Corporate Specialist  
Division of Corporations

Letter Number: 098A00058627