

05-01-2000

HEET

4.7.00



Y

To the Honorable Commissioner of

101341646

attached original documents or copy thereof.

1. Name of conveying party(ies):
Hispanic Publishing Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **Horizon, A U.S. Communications Company**

Internal Address: _____

Street Address: **999 Ponce de Leon Blvd. # 600**

City: **Coral Gables** State: **FL** Zip: **33134**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State **Florida**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No **N/A**
 (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **Effective January 1, 1999**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) **75914439** B. Trademark registration No.(s) **1790321**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Deborah A. Savarese, Esq.**

Internal Address: _____

Street Address **Jones, Day, Reavis & Pogue**
2727 North Harwood Street

City: **Dallas** State: **TX** Zip: **75201**

6. Total number of applications and registrations involved: **9**

7. Total fee (37 CFR 3.41): \$ **240.00**

Enclosed
 Authorized to be charged to deposit account

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

(4) 28/2000 JSBAR/Z 0000126 7591431 DO NOT USE THIS SPACE

01 FL 481 40.00 EP
 02 FC 481 200.00 EP

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.

Deborah Savarese **Deborah Savarese** **4/6/00**
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **2**

CONTINUATION OF ITEM 4

A. Trademark Application No.(s): 75914440
75916101

B. Trademark Registration No.(s): 2035155
2033474
2187291
1900616
2030131

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on February 16, 1999, for HORIZON, A U.S. COMMUNICATIONS COMPANY, the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is G98767.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of February, 1999



CR2E022 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 002062 FRAME: 0716

ARTICLES OF MERGER

between

HORIZON, A U.S. COMMUNICATIONS COMPANY
a Florida Corporation

and

HISPANIC PUBLISHING CORPORATION
a Delaware Corporation

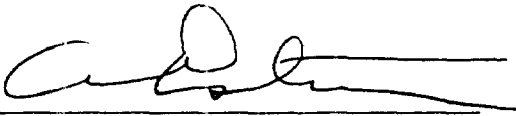
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Horizon, A U.S. Communications Company, being validly and legally formed under the laws of the State of Florida, and Hispanic Publishing Corporation, being validly and legally formed under the laws of the State of Delaware, have adopted a Plan of Merger:

1. Plan of Merger is attached hereto as Exhibit "A" and incorporated herein for all purposes.
2. The effective date of the Merger is January 1, 1999.
3. Horizon, A U.S. Communications Company adopted the Plan of Merger on December 28, 1998 by a vote of all its shareholders and board of directors.
4. Hispanic Publishing Corporation adopted the Plan of Merger on December 28, 1998 by a vote of all its shareholders and board of directors.

Horizon, A U.S. Communications
Company, a Florida corporation

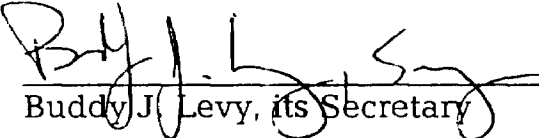
Hispanic Publishing Corporation,
a Delaware corporation

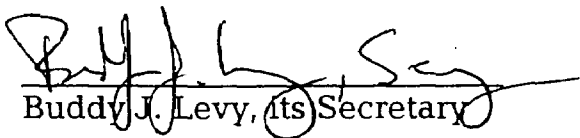
By: 
Alfred Estrada, its President

By: 
Alfredo Estrada, its President

and

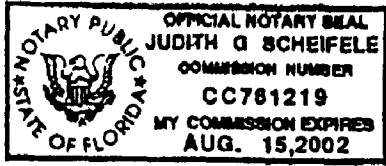
and


Buddy J. Levy, its Secretary


Buddy J. Levy, its Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

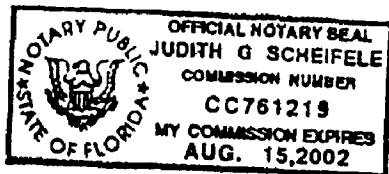
The foregoing instrument was acknowledged before me this 8th day of February, 1999, by Alfred Estrada the President of Horizon, A U.S. Communications Company, a Florida corporation, on behalf of said corporation.



Judith G. Scheifele
Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of February, 1999, by Alfredo Estrada the President of Hispanic Publishing Corporation, a Delaware corporation, on behalf of said corporation.



Judith G. Scheifele
Notary Public

PLAN OF MERGER

Horizon, A U.S. Communications Company, a Florida corporation and Hispanic Publishing Corporation, a Delaware corporation, hereby adopt the following Plan of Merger pursuant to FS §607.1101.

1. Name of each corporation planning to merge is:

Horizon, A U.S. Communications Company and Hispanic Publishing Corporation

2. Name of surviving corporation is:

Horizon, A U.S. Communications Company

3. The terms and conditions of the merger are:

See Exhibit "A" attached hereto and incorporated herein for all purposes.

4. The manner and basis of converting the shares of each corporation is:


Ten shares of Horizon, A U.S. Communications Company exchanged for one share of Hispanic Publishing Corporation.



Alfred Estrada



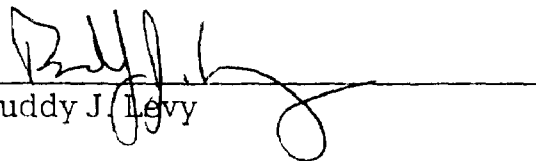
Alfred Estrada



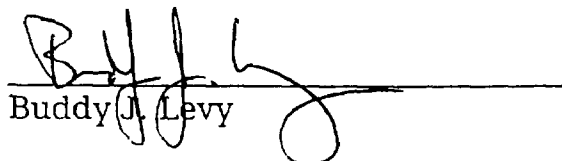
Alfredo Estrada



Alfredo Estrada



Buddy J. Levy



Buddy J. Levy

As the Board of Directors of
Horizon, A U.S. Communications Company,
a Florida corporation

As the Board of Directors of
Hispanic Publishing Corporation,
a Delaware corporation

PROVISIONS FOR PLAN OF MERGER

Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

- (a) Each share of the common stock of Hispanic Publishing Corporation issued and outstanding on the effective date of the merger shall be converted into ten shares of the common stock of Horizon, A U.S. Communications Company, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.
- (c) Holders of certificates of common stock of Hispanic Publishing Corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

Articles of Incorporation. The articles of incorporation of Horizon, A U.S. Communications Company shall continue to be its articles of incorporation following the effective date of the merger.

Bylaws. The bylaws of Horizon, A U.S. Communications Company shall continue to be its bylaws following the effective date of the merger.

Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been selected or appointed and qualified.

Prohibited Transactions. 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 and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 28, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either Horizon, A U.S. Communications Company or Hispanic Publishing Corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 28, 1998; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

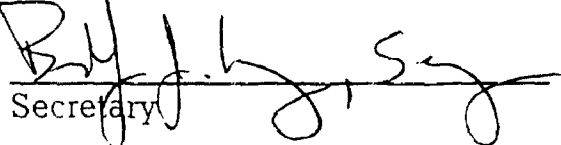
Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

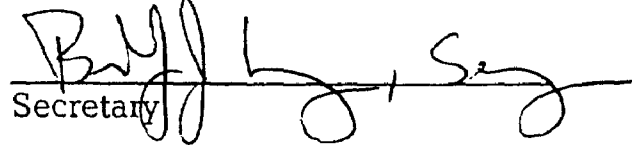
Hispanic Publishing Corporation

Horizon, A U.S. Communications Company

By: 
Alfredo Estrada

By: 
Alfred Estrada

ATTEST

Secretary

ATTEST

Secretary