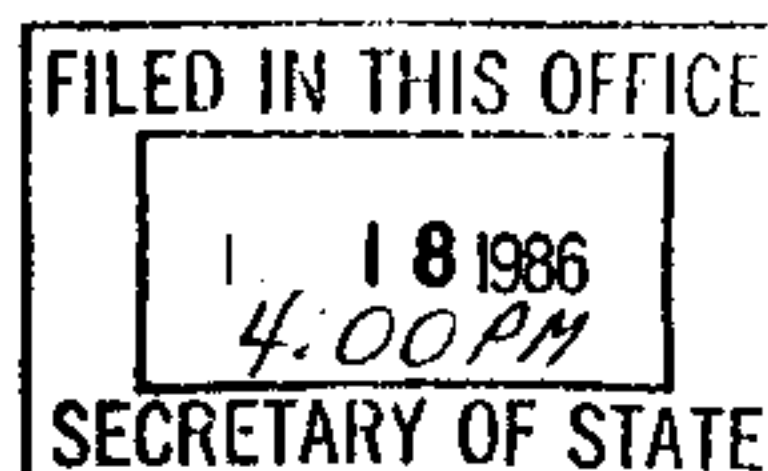


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ARTICLES OF MERGER
OF
J. REESE, INC.
INTO
MODERN HOME ENTERTAINMENT, INC.



Pursuant to the provisions of Section 10-2A-144, Code of Alabama, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by all the members of the Board of Directors and all the shareholders of the undersigned, as the surviving corporation, in the manner prescribed by the Alabama Business Corporation Act:

(See Exhibit "A")

SECOND: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

Name of Subsidiary	Number of Shares Outstanding	Designation of Class	Number of Shares Owned By Surviving Corporation
J. Reese, Inc.	100	Common	100

THIRD: The holder of all outstanding shares of the subsidiary corporation have acknowledged receipt of a copy of the Plan of Merger and have waived the mailing of a copy thereof pursuant to the provisions of Section 10-2A-144(c) of

the Code of Alabama.

FOURTH: The Articles of Incorporation of J. Reese, Inc. are filed in the Office of the Judge of Probate of Jefferson County, Alabama, and the Articles of Incorporation of Modern Home Entertainment, Inc. are filed in the Office of Judge of Probate of Shelby County, Alabama.

Dated: February 3, 1986.

MODERN HOME ENTERTAINMENT, INC.

BY:

Johnny Wayne Reese
Its President/Secretary

STATE OF Alabama
COUNTY OF Jefferson

I, the undersigned notary public, do hereby certify that on this 3rd day of February, 1986, personally appeared before me Johnny Wayne Reese, who, being by me first duly sworn, declared that he is the President of J. Reese, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Rosemary A. LeMire
Notary Public

EXHIBIT A

PLAN OF MERGER
OF
J. REESE, INC.
(An Alabama Corporation)
INTO
MODERN HOME ENTERTAINMENT, INC.
(An Alabama Corporation)

THIS PLAN OF MERGER is entered into as approved by the unanimous consent of all the members of the Boards of Directors and all the shareholders of J. Reese, Inc. (the "Terminating Corporation") and Modern Home Entertainment, Inc. (the "Surviving Corporation"), business corporations organized under the laws of the State of Alabama, and as provided for under Alabama Code Section 10-2A-140, et seq..

1. The Surviving Corporation and the Terminating Corporation shall, pursuant to the provisions of the Alabama Business Corporation Act, be merged with and into a single corporation, Modern Home Entertainment, Inc. (an Alabama Corporation) which shall be the Surviving Corporation upon the effective date of the merger, and which shall continue to exist as said Surviving Corporation under the name of Modern Home Entertainment, Inc., pursuant to the Alabama Business Corporation Act. The separate existence of J. Reese, Inc. (an Alabama Corporation) shall cease upon the effective date of the merger in accordance with the provisions of the Alabama Business Corporation Act.

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2. The Articles of Incorporation of the Surviving Corporation as in force and effect upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the Alabama Business Corporation Act.

3. The By-Laws of the Surviving Corporation as in force and effect upon the effective date of the merger will be the By-Laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Alabama.

4. The Directors and Officers of the Surviving Corporation upon the effective date of the merger shall be as follows:

Johnny W. Reese	President/Secretary/Director
Carol M. Reese	Vice-President/Treasurer/ Director

All of the above-named Directors and Officers shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

5. The Shareholders of the Surviving and Terminating

Corporations are presently as follows:

MODERN HOME ENTERTAINMENT, INC.
(The Surviving Corporation)

<u>NAME OF SHAREHOLDER</u>	<u>SHARES OWNED</u>	<u>CLASS OF SHARES</u>
Johnny W. Reese	500	Common
Carol M. Reese	500	Common

J. REESE, INC.
(The Terminating Corporation)

<u>NAME OF SHAREHOLDER</u>	<u>SHARES OWNED</u>	<u>CLASS OF SHARES</u>
Modern Home Entertainment, Inc.	100	Common

The shares referred to represent all the issued and outstanding stock of the Surviving and Terminating Corporations as indicated. Upon the effective date of merger, each share of the capital stock of the Terminating Corporation shall be completely cancelled and retired. The shares of stock of the Surviving Corporation shall not be converted, cancelled or retired, but each said share which is issued and outstanding as of the effective date of the merger shall continue to represent one issued share of the common stock of the Surviving Corporation.

The voting powers, preferences, limitations and restrictions on the common voting shares of stock shall be as indicated in the Articles of Incorporation of the Surviving Corporation.

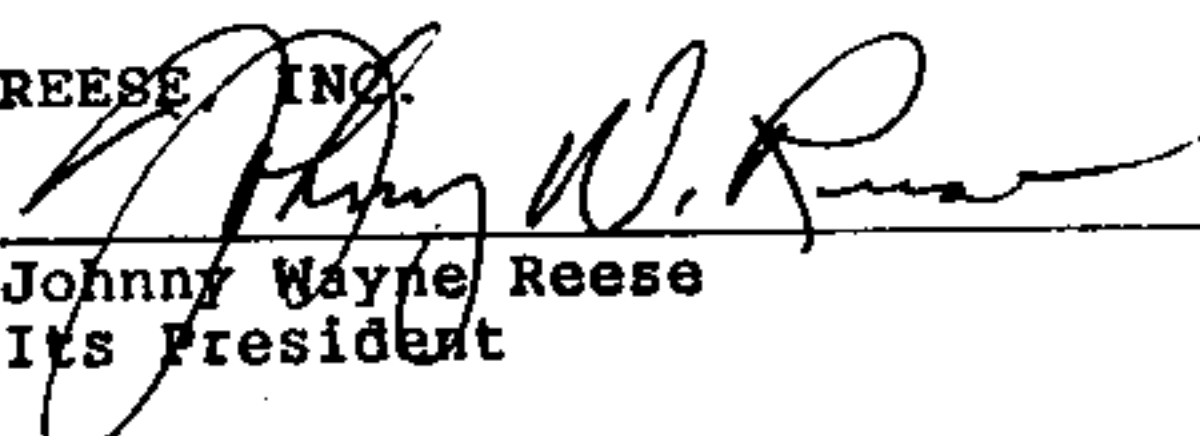
6. This Plan of Merger has been approved by unanimous vote of all the members of the Boards of Directors and all the shareholders of both the Terminating and Surviving Corporations in the manner prescribed by the provisions of the Alabama Business Corporation Act.

7. The effective date of the merger herein provided for, shall be as of the beginning of the day, January 1, 1986.

Dated this 3rd day of February, 1986.

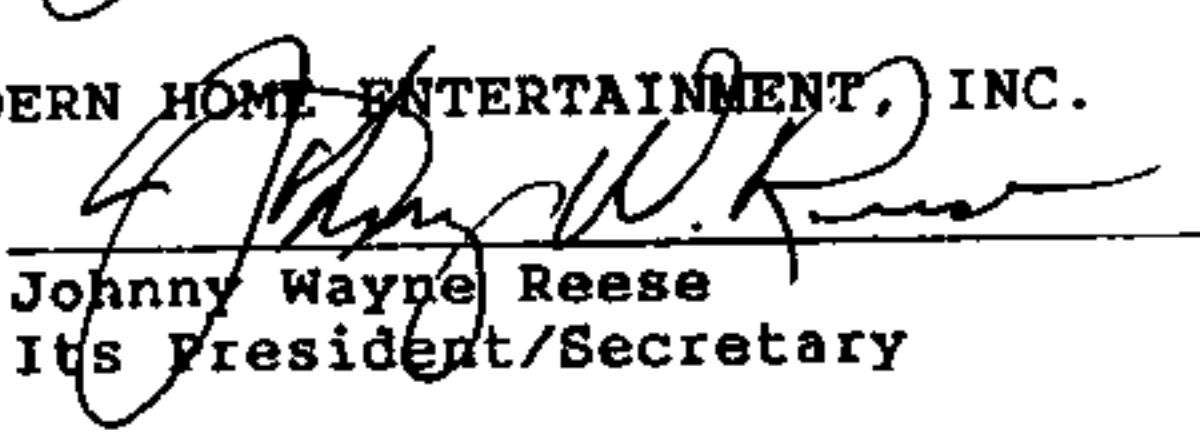
J. REESE, INC.

By:


Johnny Wayne Reese
Its President

MODERN HOME ENTERTAINMENT, INC.

By:


Johnny Wayne Reese
Its President/Secretary

/0320C

Secretary of State
State of Alabama

I hereby certify that this
is a true and complete copy of
the document filed in this office
on February 18, 1986

Dated 2-18-86

Secretary of State
Don Siegelman

Don Siegelman



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that duplicate originals of Articles of Merger merging J. Reese, Inc. into Modern Home Entertainment, Inc., both Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-144, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging J. Reese, Inc. into Modern Home Entertainment, Inc.

STATE OF ALA. ENCL BY CO.
I CERTIFY THIS
INSTRUMENT IS CORRECT

and attaches hereto a duplicate original of the Articles of Merger. 1986 FEB 24 PM 2:08

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 18, 1986

Date

Don Siegelman

Don Siegelman

Secretary of State