

FILED IN OFFICE

SEP 29 1932

10:00 AM

SECRETARY OF STATE

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ARTICLES OF MERGER OF
SMITH RADIO, INC.,
AN ALABAMA CORPORATION
INTO
SMITH RADIO, INC.
A DELAWARE CORPORATION

Pursuant to the provisions of Section 10-2A-146, Code of Alabama 1975 and Section 252 of the General Corporation Law of the State of Delaware, Chapter 1, Title 8, Delaware Code, as amended, the undersigned, Smith Radio, Inc., an Alabama corporation and Smith Radio, Inc., a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Smith Radio, Inc., an Alabama corporation, into Smith Radio, Inc., a Delaware corporation, with Smith Radio, Inc. being the surviving corporation to the merger:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Smith Radio, Inc.	Alabama
Smith Radio, Inc.	Delaware

SECOND: Both the laws of Alabama and the laws of Delaware under which each such constituent corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Smith Radio, Inc. and it is to be governed by the laws of the State of Delaware.

FOURTH: The following Plan and Agreement of Merger was approved by the shareholders of Smith Radio, Inc., an Alabama corporation, in the manner prescribed by the Alabama Business Corporation Act, and was approved by the shareholders of Smith Radio, Inc., a Delaware corporation, in the manner prescribed by the General Corporation Laws of the State of Delaware. Such Plan and

Smith Radio, Inc.
2218 Lee Russell Rd. S.E.
Huntsville, Ala. 35801

Agreement of Merger is as follows:

PLAN AND AGREEMENT OF MERGER
BETWEEN
SMITH RADIO, INC.
(A DELAWARE CORPORATION)
AND
SMITH RADIO, INC.
(AN ALABAMA CORPORATION)

THIS PLAN AND AGREEMENT OF MERGER dated this the 13th day of September, 1982, between Smith Radio, Inc., an Alabama corporation, (the "Alabama corporation") and Smith Radio, Inc., a Delaware corporation (the "Delaware corporation" or "surviving corporation") said corporations sometimes referred to jointly as the constituent corporations.

R E C I T A L S

Both constituent corporations, Smith Radio, Inc., a Delaware corporation and Smith Radio, Inc., an Alabama corporation, with Smith Radio, Inc., the surviving Delaware corporation, desire to merge into a single corporation as an "F" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1954, as amended, for the purpose of changing the domicile of Smith Radio, Inc., an Alabama corporation from the State of Alabama to the State of Delaware.

Smith Radio, Inc., a Delaware corporation, was organized by the filing of its certificate of incorporation in the office of the Secretary of State of Delaware on the 14th day of September, A.D., 1981. The certificate of incorporation of Smith Radio, Inc., a Delaware corporation, was recorded

