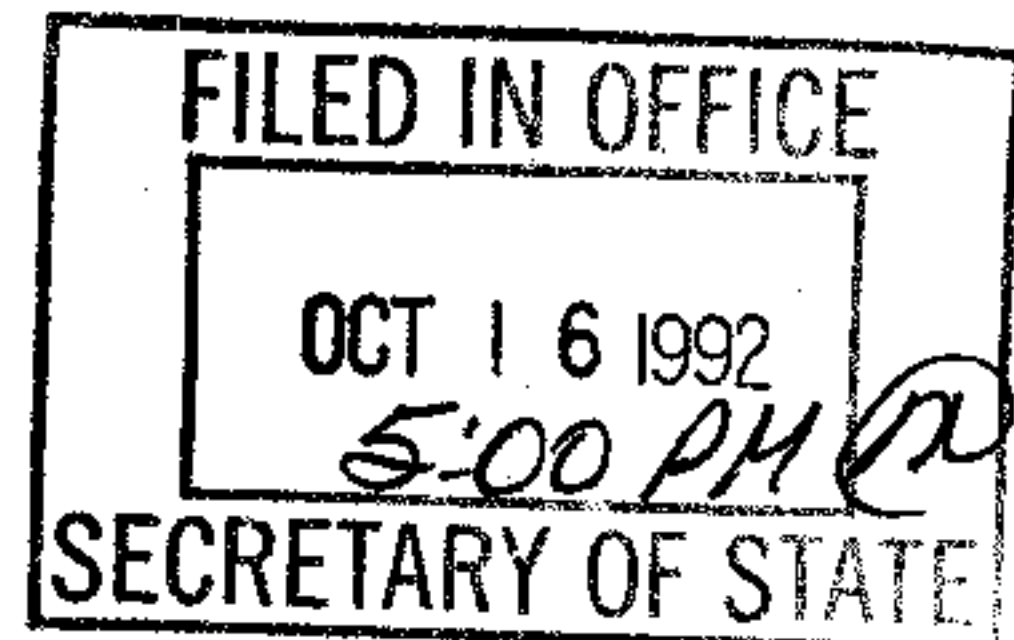


ARTICLES OF MERGER OF
R. G. REESE ENTERPRISES, INC.
(AN ALABAMA CORPORATION)



INTO

MODERN HOME ENTERTAINMENT, INC.
(AN ALABAMA CORPORATION)

Pursuant to the provisions of Section 10-2A-143 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 the shareholders of each of the undersigned corporations in the manner prescribed by the Alabama Business Corporation Act:

(See Exhibit A Attached)

SECOND: As to each of the undersigned corporations, the only shares outstanding are common voting, and the number of shares outstanding are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
R. G. Reese Enterprises, Inc.	1000
Modern Home Entertainment, Inc.	1000

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
R. G. Reese Enterprises, Inc.	1000	-0-
Modern Home Entertainment, Inc.	1000	-0-

FOURTH: The Articles of Incorporation of R. G. Reese Enterprises, Inc. were filed with the office of the Judge of Probate of Shelby County, Alabama, and

Rosemary Gilman
Gordon, Gilman
1400 South Trust Tower
Birmingham, AL 35203-3204

10/22/1992-24260
09:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 NCD 28.00

the Articles of Incorporation of Modern Home Entertainment, Inc. were filed with the Office of the Judge of Probate of Shelby County, Alabama.

Dated this 9th day of October, 1992.

R. G. REESE ENTERPRISES, INC.

By: Johnny W. Reese

Johnny W. Reese

Its President/Secretary

MODERN HOME ENTERTAINMENT, INC.

By: Johnny W. Reese

Johnny W. Reese

Its President/Secretary

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public, hereby certify that on this 9th day of October, 1992, personally appeared before me Johnny W. Reese, who, being by me first duly sworn, declared that he is the President/Secretary of R. G. Reese Enterprises, Inc., that he has signed the foregoing document as President/Secretary of the Corporation, and that the statements therein contained are true.

Brenda J. Deane
Notary Public

Comm. Ex. Jan. 14, 1996

STATE OF ALABAMA)
JEFFERSON COUNTY)

9th I, the undersigned, a notary public, do hereby certify that on this day of October, 1992, personally appeared before me Johnny W. Reese, who being the President/Secretary of Modern Home Entertainment, Inc., that he signed the foregoing document as President/Secretary of the Corporation, and that the statements therein contained are true.

Brenda J. Deane
Notary Public

Comm. Ex. Jan. 14, 1996

EXHIBIT A

PLAN OF MERGER

R. G. REESE ENTERPRISES, 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 of the members of the Board of Directors and all of the shareholders of Modern Home Entertainment, Inc. (the "Surviving Corporation") and R. G. Reese Enterprises, Inc. (the "Terminating 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 R. G. Reese Enterprises, Inc. (an Alabama Corporation) shall cease upon the effective date of the merger in accordance with the provisions of the Alabama Business Corporation Act.

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 shall be the By-Laws of said Surviving Corporation, and said By-Laws shall continue in full force and effect until

amended and changed in the manner prescribed by the Alabama Business Corporation Act.

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 position 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.

Upon the effective date of this merger, each share of the common stock, par value \$1.00 per share, of R. G. Reese Enterprises, Inc. (The Terminating Corporation) issued and outstanding shall be converted into and become one (1) share of the common stock, par value \$1.00 per share, of Modern Home Entertainment, Inc. (The Surviving Corporation), and each holder, upon surrender to the Surviving Corporation of one or more stock certificates for cancellation, shall be entitled to receive stock certificate(s) for the full number of shares of common stock of the Surviving Corporation into which the common stock of the Terminating Corporation so surrendered shall have been converted as aforesaid.

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.

5. The Surviving Corporation shall hereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Terminating Corporation, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Terminating Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. Title to any real estate, or any interest therein, vested in the

Terminating Corporation shall not revert or be in any way impaired by reason of this merger.

6. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of the Terminating Corporation, and any claim existing or action or proceeding pending by or against said Terminating Corporation may be prosecuted as if such merger had not taken place, or such Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Terminating Corporation shall be impaired by reason of this merger.

7. (a) The Terminating Corporation and the Surviving Corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Alabama, and that they will cause to be performed all necessary acts therein and elsewhere to consummate this Plan of Merger and to effectuate the merger provided for herein.

(b) The Board of Directors and the proper officers of the Terminating 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 consummate this Plan of Merger and to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.

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

9. The effective date of the merger for accounting purposes shall be as of 11:59 p.m., August 31, 1992.

R. G. REESE ENTERPRISES, INC.

By: 

Johnny W. Reese

Its President/Secretary

MODERN HOME ENTERTAINMENT, INC.

By: 

Johnny W. Reese

Its President/Secretary

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STATE OF ALABAMA

I, Billy Joe Camp, 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 R. G. Reese Enterprises, Inc. into Modern Home Entertainment, Inc., both Alabama corporations, duly signed and verified pursuant to the provisions of Section 10-2A-143, 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 R. G. Reese Enterprises, Inc. into Modern Home Entertainment, Inc. and attaches hereto a duplicate original of the Articles of Merger.

Inst # 1992-24260
10/22/1992-24260
09:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 28.00



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.

October 16, 1992

Date

Billy Joe Camp

Secretary of State