

LD 000020864

Florida Department of State
Division of Corporations
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10/5 merger

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MERGER OR SHARE EXCHANGE

123 DISH, LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Dirac4U Boom Raton, LLC</u> <u>19501 NE 10th Avenue, Suite 106</u> <u>North Miami Beach, Florida 33179</u>	<u>Florida</u>	<u>LLC</u>

Florida Document/Registration Number: L020000028636 FEI Number: 01-0567715

2. <u>123 Dish, LLC</u> <u>19501 NE 10th Avenue, Suite 106</u> <u>North Miami Beach, Florida 33179</u>	<u>Florida</u>	<u>LLC</u>
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Florida Document/Registration Number: L010000020866 FEI Number: 01-0517805

3. _____ _____ _____	_____	_____
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Florida Document/Registration Number: _____ FEI Number: _____

4. _____ _____ _____	_____	_____
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Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>123 Dish, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>13501 NE 19th Avenue, Suite 106</u>		
<u>North Miami Beach, Florida 33179</u>		
<u>Florida Document/Registration Number: L01000020864</u>		<u>FEI Number: 01-0617805</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

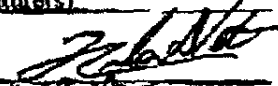



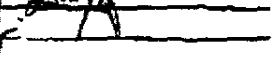

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>DirectV Boca Raton, LLC</u>	X  X  X 	<u>Ilan Weinstein</u> <u>Leandro Finol</u> <u>Hugo Bogani</u> <u>each as a Manager of FutureTV, LLC</u> <u>a member of DirectV Boca Raton, LLC</u>
<u>123 Dish, LLC</u>	X  X  X 	<u>Ilan Weinstein</u> <u>Leandro Finol</u> <u>Hugo Bogani</u> <u>each as a Manager of FutureTV, LLC,</u> <u>a member of 123 Dish, LLC</u>
_____	_____	_____
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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Direc4U Boca Raton, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
123 Dish, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Direc4U Boca Raton, LLC shall transfer all of its assets to 123 Dish, LLC, and 123 Dish, LLC shall assume all outstanding liabilities of Direc4U Boca Raton, LLC.

(Attach additional sheet(s) if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The membership interests in the merging party are owned 50% by an entity not a party to the merger (the "Nonparty") and 50% by the surviving party. The Nonparty also owns 100% of the membership interests of the surviving party. Accordingly, after the merger, the Nonparty shall continue to own 100% of the membership interests in the surviving party.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	If General Partner is a Non-Individual, <u>Florida Document/Registration Number</u>
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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Leandro Pinol
19501 NE 10th Avenue, Suite 106
North Miami Beach, FL 33179

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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