

**m06000004649**

Florida Department of State  
Division of Corporations  
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10/1/11

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245-6030

**MERGER OR SHARE EXCHANGE  
UNION RADIO NETWORK OF FLORIDA, LLC**

Certificate of Status	0
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UNION RADIO NETWORK OF FLORIDA, LLC  
 MERGER OR SHARE EXCHANGE

Email Address:

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Account Name : E I CORPORATION SYSTEM  
 Account Number : ZCA00000002  
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From:

Division of Corporations  
 Fax Number : (850)678-6380

To:

11 SEP 27 PM 2:18  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Certificate of Merger  
For  
Florida Limited Liability Company**

**EFFECTIVE DATE**  
10/1/11

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ole Communications Media Services, LLC	Florida	Limited Liability Company

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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Union Radio Network of Florida, LLC	Delaware	Limited Liability Company

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**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Effective date of merger is October 1, 2011

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

2525 Ponce De Leon Blvd  
Suite # 250  
Coral Gables, FL 33134

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

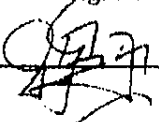
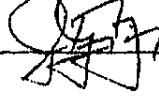
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Ole Communications Media Services, LC		Jorge A. Gonzalez
Union Radio Network of Florida, LLC		Jorge A. Gonzalez

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

11 SEP 27 PM 2: 18

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ole Communications Media Services, LC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Union Radio Network of Florida, LLC	Delaware	Limited Liability Company

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

(a) The Amended and Restated Limited Liability Company Agreement of UNION RADIO NETWORK OF FLORIDA, LLC, as modified by this agreement, in effect on the effective date of this merger shall be and remain the Limited Liability Company Agreement of the surviving company until the same shall be altered, amended and repealed as therein provided. (b) The directors and officers of the surviving company shall continue in office until the next annual meeting of the members and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon October 1, 2011.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each of the outstanding membership interests of the members of the merged party, Ole Communications Media Services, LC, valid and in existence as of and immediately prior to the signing of this plan of merger shall remain and be the membership interests of such members in the surviving party, Union Radio Network of Florida, LLC.

*(Attach additional sheet if necessary)*

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

Each of the rights to acquire the interest, shares, obligations or other securities of the members of the merger party, Ole Communications Media Services, LC, valid and in existence as of and immediately prior to the signing of this plan of merger, if any, shall remain and the rights to acquire the interest, shares, obligations or other securities of such members in the surviving party, Union Radio Network of Florida, LLC.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

Each of Ole Communications Media Services, LC the merged party and Union  
Radio Network of Florida, LLC the surviving party pursuant to the approval and  
authority duly given by resolutions adopted by their respective Boards of  
Directors have caused these presents to be executed by each party hereto as  
the respective act, deed and agreement of each of said company, effective on  
the 1st day of October 2011.

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*(Attach additional sheet if necessary)*