

1706000004649

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000260510 3)))



H110002605103ABCQ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Att: Tammy H.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
UNION RADIO NETWORK OF FLORIDA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$50.00

RECEIVED
11 NOV -1 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2011 OCT 31 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON
NOV - 8 2011
EXAMINER

RE-SUBMIT
Please retain original filing
date of submission 10/31



November 1, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UNION RADIO NETWORK OF FLORIDA, LLC
2525 PONCE DE LEON BLVD., SUITE #250
CORAL GABLES, FL 33134

SUBJECT: UNION RADIO NETWORK OF FLORIDA, LLC
REF: M06000004649

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

This document was previously filed on September 27, 2011.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H11000260510
Letter Number: 511A00024780

RE-SUBMIT
Please retain original filing
date of submission 10/31

AMENDED/RESTATED
Certificate of Merger
For
Florida Limited Liability Company

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, LC	Florida	Limited Liability Company 1.00000002099

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 M06000004649

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.

FILED
2011 OCT 31 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, ~~subject to the attached Unanimous Resolution of the Members of the surviving party.~~

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:

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: 2525 Ponce de Leon Blvd.

Suite 250

Coral Gables, FL 33134

Mailing address: 2525 Ponce de Leon Blvd.

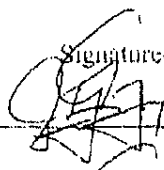
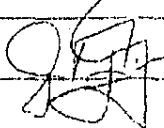
Suite 250

Coral Gables, FL 33134

FILED
2011 OCT 31 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

FILED
 2011 OCT 31 AM 8:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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, a modified by this agreement, in effect of 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, subject to the attached unanimous Resolution of the Members of the surviving party
(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 OCT 31 AM 8:56

FILED

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

(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 merger 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.

(Attach additional sheet if necessary)

FILED
2011 OCT 31 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS RESOLUTION OF THE MEMBERS OF
UNION RADIO NETWORK OF FLORIDA, LLC**


We, the undersigned members of Union Radio Network of Florida, LLC, a Delaware Limited Liability Company (the "LLC"), being all of the members of the LLC, hereby consent in writing to the adoption of the following resolutions, which shall have the same force and effect as though such resolution had been adopted at a duly convened meeting of the members on the date hereof:

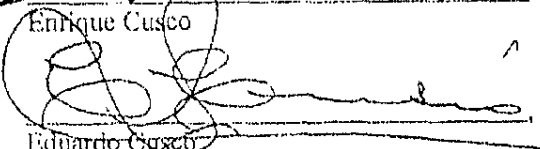
RESOLVED: That the merger of the LLC and Ole Communications Media Services, LC ("OCMS"), a Florida Limited Liability Company, for which preliminary authority was obtained through the offices of the Delaware and Florida Secretaries of State, shall not be effective until the consent of the Federal Communications Commission ("FCC") is obtained for such merger.

RESOLVED: Upon consent of the FCC, the merger of OCMS and the LLC shall become effective immediately, with the LLC as the surviving entity.

IN WITNESS WHEREOF, the members have executed this Resolution as of the 1st day of October, 2011.

MEMBERS:


Enrique Cusco


Eduardo Cusco


Jorge A. Gonzalez

FILED
2011 OCT 31 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA