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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

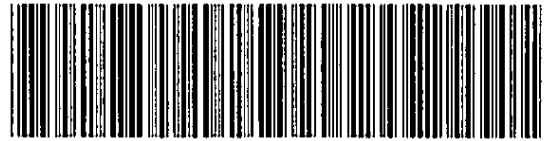
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 JUL 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FL

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07/26/18

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Telefonica USA, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joanna Romano, Legal Director

Contact Person

Telefonica USA, Inc.

Firm/Company

11300 NW 25 Street

Address

Miami, Florida 33172

City/State and Zip Code

joana.romano@telefonica.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joanna Romano

Name of Contact Person At (305) 333-2136

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Telefonica USA, Inc.	Florida	P200132149

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Media Networks Services USA, Inc.	Florida	P12000056857

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 7 / 5 / 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 5, 2018

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 5, 2018

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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2018 JUL 20 PM 17:04
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TALLAHASSEE, FL

PLAN OF MERGER

This Plan of Merger is made and entered into by and between Telefonica USA, Inc., ("TUSA"), a Florida corporation, and Media Networks Services USA, Inc. ("MNS"), a Florida corporation collectively, the "Constituent Corporations", as of the date it has been signed by both Constituent Corporations.

WHEREAS, the Constituent Corporations desire that MNS merge with and into TUSA (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Florida; and

WHEREAS the sole shareholder of each Constituent Corporation has approved and adopted this Plan of Merger;

NOW, THEREFORE, the Constituent Corporations agree as follows:

1. **Merger.** Upon the Effective Date (as defined in Section 7 below), MNS shall be merged with and into TUSA, which sometimes will be referred to herein as the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida and the separate corporate existence of MNS shall cease upon the Effective Date.
2. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of TUSA on the Effective Date shall remain the Articles of Incorporation and Bylaws of the Surviving Corporation.
3. **Shares.** On the Effective Date, each issued and outstanding share of common stock of MNS shall be canceled.
4. **Directors.** The directors of TUSA on the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their respective successors have been elected and qualified in accordance with the Bylaws of the Surviving Corporation and as otherwise required by law.
5. **Officers.** The officers of TUSA on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors have been elected and qualified in accordance with the Bylaws of the Surviving Corporation and as otherwise required by law.
6. **Effects of the Merger.** The effect of the Merger at the Effective Date shall be as provided by Florida law. Without limiting the generality of the foregoing and subject thereto, upon the Effective Date the separate existence of MNS shall cease and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises of a public and private nature and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each the Constituent Corporations. Further, all

property, real, personal and mixed, and all debts, liabilities and obligations due to each of the Constituent Corporations on whatever account or belonging to either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. Additionally, all property, rights, privileges, immunities, powers, authority, franchises and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations; and all rights of creditors and all liens upon any of the property of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against either of the Constituent Corporations at the Effective Date may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such corporation's place.

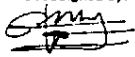
7. **Effective Date of Merger.** The Merger shall be effective on July 5, 2018.

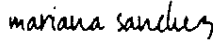
8. **Miscellaneous.** This Plan of Merger embodies the entire agreement and understanding of the Constituent Corporations with respect to the Merger and supersedes all prior and contemporaneous agreements and understandings oral or written with respect thereto.

INTENDING TO BE LEGALLY BOUND, each of the Constituent Corporations has caused this Plan of Merger to be executed by the duly authorized officer of its sole shareholder.

Telefonica USA, Inc.

Media Networks Services USA, Inc.

DocuSigned by:

6DD8AFC47D44D3

DocuSigned by:

F00B11DC08061AB

Name: Jose Luis Gamo

Name: Mariana Sanchez

Title: Director

Title: CFO

Date: 11/07/2018 11:10:13 PDT

Date: 7/12/2018 9:05:21 AM PDT