

Division of Corporations

Page 1

P04000094180

Florida Department of State
Division of Corporations
Public Access System

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.

(((H04000131534 3)))

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) 205-0380

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

MERGER OR SHARE EXCHANGE

ABN OF MIAMI, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

RECEIVED

04 JUN 23 PM 1:06

DIVISION OF CORPORATIONS

STATE OF FLORIDA
TALLAHASSEE

04 JUN 23 PM 1:33

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

6/23/04
merger
ef



Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEET

Phillips Point, Suite 500 East
777 South Flagler Drive
West Palm Beach, Florida 33401-6194

Phone: 561-655-1980
Fax: 561-655-5677
Website: www.gunster.com

DATE: June 23, 2004

TO: Susan
FIRM: Florida Department of State

FAX NO: 850-205-0380
PHONE NO:

FROM: Patrice E. Roehl
E-MAIL: proehl@gunster.com

PHONE NO: (561) 655-1980

CLIENT NO: 26867.09000

5 PAGES INCLUDING COVER

MESSAGE:

Thanks for your help Susan.

H04000131534 3

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101 and 607.1103, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ABN of Miami, Inc.	Florida	P04000094180

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Alliance Broadcasting Network Inc	Florida	P04000018956

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing.

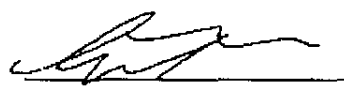
Fifth: Adoption of Plan of Merger by the surviving corporation:

The Shareholder and the Board of Directors of the surviving corporation adopted the Plan of Merger on June 21, 2004.

Sixth: Adoption of Plan of Merger by the merging corporation:

The Shareholder and the Board of Directors of the merging corporation adopted the Plan of Merger on June 21, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
ABN of Miami, Inc.		Emmanuel Cherubin, President
Alliance Broadcasting Network Inc.		Emmanuel Cherubin, President

H04000131534 3

H04000131534 3

PLAN OF MERGER

The following plan of merger is submitted in compliance with Sections 607.1101 and 607.1103, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
ABN of Miami, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Alliance Broadcasting Network Inc	Florida

3. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.

4. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective upon the filing of the Articles and Plan of Merger with the Florida Department of State (the "Effective Date").

(D) Approvals. The Boards of Directors of the surviving corporation and the merging corporation have adopted and submitted this Plan of Merger to the Shareholders and the Shareholders have approved the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State, each by Written Consent dated June 21, 2004.

(E) Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation of said surviving

H04000131534 3

corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

(F) Bylaws. The Bylaws of the surviving corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. The surviving corporation shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the sole shareholder of the surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.

(J) Effective Date: The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Florida Business Corporation Act shall govern the same, be the date of filing of the Articles and Plan of Merger with the Florida Department of State.

H04000131534 3