

Division of Corporations

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# F13000005374

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

**EFFECTIVE DATE**  
12-31-13

From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN P.A.  
Account Number : 072720000266  
Phone : (941)366-4800  
Fax Number : (941)552-7141

13 DEC 27 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Email Address: \_\_\_\_\_

RECEIVED  
13 DEC 27 AM 11:34  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
INGENIERIE DIFFUSION MULTIMEDIA, INC.**

**C. LEWIS**  
DEC 30 2013  
**EXAMINER**

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$77.50

*★ Please see requested effective date of 12/31/13 @ 5:59 p.m. Extra Time Thank you.*

APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER OF  
IDM USA, LLC, LC8000109703  
INTO  
INGENIERIE DIFFUSION MULTIMEDIA, INC.**

*F13000005374*

INGENIERIE DIFFUSION MULTIMEDIA, INC., a Florida foreign corporation ("Corporation"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of IDM USA, LLC, a Florida limited liability company ("LLC"), with and into Corporation. Corporation shall be the surviving business entity.

**EFFECTIVE DATE**  
12-31-13

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by LLC in accordance with Section 608.438, Florida Statutes.
4. The effective date of the merger is December 31, 2013, at 5:59 p.m. Eastern Time.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities this 23<sup>rd</sup> day of December 2013.

**IDM USA, LLC**  
a Florida limited liability company

By: *Stephen F. Perkins*  
Stephen F. Perkins  
As its Manager

**INGENIERIE DIFFUSION MULTIMEDIA, INC.,**  
a Florida foreign corporation

By: *Stephen F. Perkins*  
Stephen F. Perkins  
As its Vice President

APPROVED  
AND  
FILED

12/27/2013 FRI 11:07 FAX 941 954 3172 Williams Parker

003/003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER OF  
IDM USA, LLC,  
INTO  
INGENIERIE DIFFUSION MULTIMEDIA, INC.

IDM USA, LLC, a Florida limited liability company ("**LLC**"), and INGENIERIE DIFFUSION MULTIMEDIA, INC., a Florida foreign corporation ("**Corporation**"), hereby adopt and approve this plan as the Plan of Merger required by Sections 608.438 and 607.1108, Florida Statutes ("**Plan of Merger**"). The terms of the Plan of Merger are as follows:

1. Subject to the terms and conditions of this Plan of Merger, and in accordance with the Florida Corporation Act, Chapter 607, of the Florida Statutes, and the Florida Limited Liability Company Act, Chapter 608, of the Florida Statutes, at the Effective Date, LLC will be merged with and into Corporation (the "**Merger**"). As a result of the Merger (the "**Merger**"), (a) the separate existence of LLC will cease, (b) Corporation will continue and be the sole surviving business entity, and (c) Corporation will assume all of the assets and liabilities of LLC.
2. The Merger shall be effective on December 31, 2013, at 5:59 p.m. Eastern Time (the "**Effective Date**").
3. LLC is a manager-managed limited liability company, and LLC's sole manager is Stephen F. Perkins ("**Manager**").
4. As a result of the Merger, the membership interests of the sole Member of LLC, which is Corporation, will be cancelled. No change will occur in the shares of common stock of Corporation issued and outstanding on the Effective Date.
5. This Plan of Merger will be submitted to the shareholders of Corporation for their approval. This Plan of Merger will be submitted to the Member and Manager of LLC for their approval. The Articles of Incorporation for Corporation will not differ from its Articles of Incorporation before the Merger, and the shareholders of the Corporation whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.
6. The member and manager of LLC, and the directors of Corporation are hereby authorized to amend this Plan of Merger at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
7. There are no other terms of or conditions to the merger.

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