

Division of Corporations

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F 25119**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

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MERGER OR SHARE EXCHANGE**BROADCAST VIDEO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

JK6

Merger

04/30/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

DEEP BLUE SEA, INC., a Florida corporation, P95000078831

BROADCAST VIDEO PRODUCTIONS, INC., a Florida corporation, F28427

INTO

BROADCAST VIDEO, INC., a Florida entity, F25119

File date: April 29, 2002

Corporate Specialist: Darlene Connell

**Articles of Merger
(FS § 607.1105)**

BROADCAST VIDEO, INC., DEEP BLUE SEA, INC., and BROADCAST VIDEO PRODUCTIONS, INC., all corporations being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. The surviving corporation, BROADCAST VIDEO, INC., is a Florida corporation.
2. The merging corporation, DEEP BLUE SEA, INC., is a Florida corporation.
3. The merging corporation, BROADCAST VIDEO PRODUCTIONS, INC., is a Florida corporation.
4. The Plan of Merger is attached hereto and made a part hereof.
5. The effective date of the Merger is the date on which these Articles of Merger are filed with the Secretary of State.
6. The surviving corporation, BROADCAST VIDEO, INC., adopted the Plan of Merger on April 19, 2002, by a unanimous vote of the shareholders.
7. The merging corporation, DEEP BLUE SEA, INC., adopted the Plan of Merger on April 19, 2002, by a unanimous vote of the shareholders.
8. The merging corporation, BROADCAST VIDEO PRODUCTIONS, INC., adopted the Plan of Merger on April 19, 2002, by a unanimous vote of the shareholders.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 APR 29 PM 4:26

BROADCAST VIDEO, INC.

a Florida corporation

By: _____

its President or Vice President

and _____

its Secretary or Assistant
Secretary

(CORP. SEAL)

DEEP BLUE SEA, INC.

a Florida corporation

By: _____

its President or Vice President

and _____

its Secretary or Assistant
Secretary

(CORP. SEAL)

BROADCAST VIDEO PRODUCTIONS, INC.

a Florida corporation

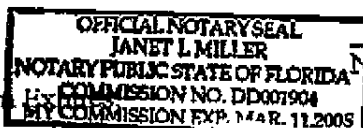
By: [Signature]
 its President or Vice President
 and [Signature]
 its Secretary or Assistant
 Secretary

(CORP. SEAL)

Acknowledgments

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19 day of April, 2002, by Frank Legow of **BROADCAST VIDEO PRODUCTIONS, INC.**, a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

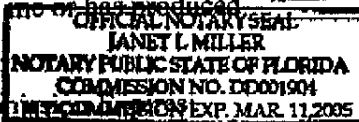


My Commission Expires:

[Signature]
 NOTARY PUBLIC, STATE OF FLORIDA
 at Large

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19 day of April, 2002, by Frank Legow of **DEEP BLUE SEA, INC.**, a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.



My Commission Expires:

[Signature]
 NOTARY PUBLIC, STATE OF FLORIDA
 at Large

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

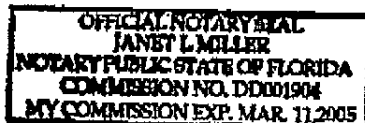
The foregoing instrument was acknowledged before me this 19 day of April, 2002, by Frank Legow of **BROADCAST VIDEO, INC.**, a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

My Commission Expires:

[Signature]
 NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

at Large



**PLAN OF MERGER
(FS §§ 607.1101; 607.1103)**

BROADCAST VIDEO PRODUCTIONS, INC., a Florida corporation, **DEEP BLUE SEA, INC.**, a Florida corporation and **BROADCAST VIDEO, INC.**, a Florida corporation, hereby adopt the following Plan of Merger pursuant to §§ 607.1101, Fla. Stat, on this 19th day of April, 2002.

WHEREAS all of the undersigned shareholders are the only shareholders in all three (3) of the corporations named above, and

WHEREAS they have all determined that it would be in their best interests and the best interests of all three (3) corporations that the merger contemplated and outlined herein take place,

NOW THEREFORE they each, and all of them, state as follows:

1. a) The name of each corporation planning to merge is:

**BROADCAST VIDEO PRODUCTIONS, INC.
DEEP BLUE SEA, INC.
BROADCAST VIDEO, INC.**

- b) The address of each of the corporations is:

**20377 N.E. 15th Court
Miami, Florida 33179**

2. The name of the surviving corporation is:

BROADCAST VIDEO, INC.

3. The terms and conditions of the merger are that all shareholders of BROADCAST VIDEO PRODUCTIONS, INC. and DEEP BLUE SEA INC. shall surrender their shares in each corporation for cancellation to BROADCAST VIDEO, INC., and they shall be issued shares in BROADCAST VIDEO, INC., as set forth herein.
4. a) All of the shareholders of BROADCAST VIDEO PRODUCTIONS, INC., and their respective percentages of stock ownership in said corporation are as follows:
- | | |
|--|--------|
| Eric Legow
943 Northlake Drive
Hollywood, FL 33019 | 31.29% |
| George O'Neill
10275 Collins Avenue, #420
Bal Harbour, FL 33154 | 18.37% |
| David Legow
5111 Jackson Street
Hollywood, FL 33021 | 12.93% |
| Charles Legow
2622 N.E. 4 th Street
Pompano Beach, FL 33062 | 12.93% |
| Broadcast Video, Inc.
20377 N.E. 15 th Court
Miami, Florida 33179 | 24.48% |
- a) All of the shareholders of DEEP BLUE SEA, INC. and their respective percentages of stock ownership in said corporation are as follows:
- | | |
|---|--------|
| Eric Legow
943 Northlake Drive
Hollywood, FL 33019 | 33.33% |
| George O'Neill
10275 Collins Avenue, #420
Bal Harbour, FL 33154 | 33.33% |

David Legow 16.67%
5111 Jackson Street
Hollywood, FL 33021

Charles Legow 16.67%
2622 N.E. 4th Street
Pompano Beach, FL 33062

5. In exchange for the surrender and cancellation of the shareholders' shares in BROADCAST VIDEO PRODUCTIONS, INC. and DEEP BLUE SEA INC., as set forth hereinabove, the shareholders shall be issued shares in BROADCAST VIDEO, INC., as follows:

	Present Ownership	Resultant Ownership (After Merger)
Eric Legow 943 Northlake Drive Hollywood, FL 33019	41.66%	39.66%
George O'Neill 10275 Collins Ave. #420 Bal Harbour, FL 33154	25 %	27%
David Legow 5111 Jackson Street Hollywood, FL 33021	16.67%	16.67%
Charles Legow 2622 N.E. 4 th Street Pompano Beach, FL 33062	16.67%	16.67%

6. The effective date of the merger(s) set forth herein shall be the date on which the Articles of Merger are filed with the Secretary of State.
7. All of the share holders presently owning shares in BROADCAST VIDEO, INC., as set forth above in paragraph 5 agree to change the percentages of their "present" ownership in said corporation to the "resultant" percentages of ownership upon the merger contemplated herein.

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The Board of Directors of
BROADCAST VIDEO PRODUCTIONS,
INC., a Florida corporation

ERIC LEGOW

GEORGE O'NEILL

DAVID LEGOW

CHARLES LEGOW

The Board of Directors of
DEEP BLUE SEA, INC., a
Florida corporation

ERIC LEGOW

GEORGE O'NEILL

DAVID LEGOW

CHARLES LEGOW

The Board of Directors of
BROADCAST VIDEO, INC., a
Florida corporation

ERIC LEGOW

GEORGE O'NEILL

DAVID LEGOW

CHARLES LEGOW

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