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FILED  
00 AUG 30 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Holland & Knight LLP	
Requester's Name	
315 S. Calhoun St., suite 600	
Address	
Tallahassee, Fl. 32301	425-5675
City/State/Zip	Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Moffat Communications, Inc., Plantation  
(Corporation Name) (Document #)
2. Bay Cable Co + Palm Coast Cables Inc  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☒ Merger

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EFFECTIVE DATE  
08-31-00

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Q. COULLETTE AUG 30 2000

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Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PLANTATION BAY CABLE COMPANY, a Florida corporation, J15604

PALM COAST CABLEVISION, INC., a Florida corporation, P96000087526

INTO

**MOFFAT COMMUNICATIONS, INC.**, a Florida entity, F75846

File date: August 30, 2000, effective August 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER BETWEEN  
MOFFAT COMMUNICATIONS, INC.,  
PLANTATION BAY CABLE COMPANY, AND  
PALM COAST CABLEVISION, INC.

Pursuant to Section 607.1105, Florida Statutes, Moffat Communications, Inc., a Florida corporation (the "Surviving Corporation"), Plantation Bay Cable Company, a Florida corporation ("Plantation"), and Palm Coast Cablevision, Inc., a Florida corporation ("Palm") (Plantation and Palm are collectively referred to as the "Subsidiaries"), adopt the following Articles of Merger for the purpose of effecting the merger of the Subsidiaries into the Surviving Corporation (the "Merger").

Accordingly, the Surviving Corporation adopts and submits the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Plan of Merger effective as of 11:59 p.m. Eastern Time on August 31, 2000, effecting the Merger of the Subsidiaries with and into the Surviving Corporation, is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be at 11:59 p.m. Eastern Time on August 31, 2000.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on August 22, 2000. Pursuant to Section 607.1104, Florida Statutes, shareholder approval was not required.

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IN WITNESS WHEREOF, the undersigned have executed this document  
as of the 22<sup>nd</sup> day of August, 2000.

MOFFAT COMMUNICATIONS, INC.

By: 

Randall L. Moffat  
President

PALM COAST CABLEVISION, INC.

By: 

Randall L. Moffat  
President

PLANTATION BAY CABLE COMPANY

By: 

Randall L. Moffat  
President

## **EXHIBIT A**

### **PLAN OF MERGER**

Moffat Communications, Inc. has adopted the following plan of merger (the "Merger") pursuant to Section 607.1104, Florida Statutes.

- a) The names of the corporations planning to merge are:  
  
Plantation Bay Cable Company ("Plantation"),  
Palm Coast Cablevision, Inc. ("Palm"), and  
Moffat Communications, Inc.
- b) The name of the surviving corporation is Moffat Communications, Inc. (the "Surviving Corporation").
- c) The terms and conditions of the Merger are as follows:

On the effective date of the Merger, Plantation and Palm (the "Subsidiaries") shall merge into their parent, the Surviving Corporation. The separate existence of the Subsidiaries shall cease, their issued and outstanding stock shall be cancelled and the Surviving Corporation shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the Subsidiaries, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Subsidiaries, and neither the rights of the creditors nor any liens on the property of the Subsidiaries shall be impaired by the Merger. There shall be no changes in the Articles of Incorporation of the Surviving Corporation as a result of this Merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the Merger:

- (i) Each share of the Surviving Corporation's common stock shall be unchanged upon the effectiveness of the Merger.
- (ii) Each share of the stock of Plantation that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled upon effectiveness of the Merger.

- (iii) Each share of the stock of Palm that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled upon effectiveness of the Merger.
- e) The assets of the Subsidiaries shall be recorded in the accounts of the Surviving Corporation at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of the Subsidiaries and the Surviving Corporation shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.
- f) Because the Surviving Corporation owns 100% of the outstanding shares of each of the Subsidiaries, there are no dissenting shareholders.
- g) The effective date of the Merger shall be 11:59 p.m. Eastern Time on August 31, 2000.