

F79302

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Coral International Television Corp. (Survivor)

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/29/00

EFFECTIVE DATE
1-01-01

Order#: 349222

Ref#: _____

Amount: \$ _____

00 DEC 29 PM 3:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

00 DEC 29 PM 2:36
RECEIVED

700003517317--1
 -12/29/00--01051--026
 *****183.75 *****183.75

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CORAL INTERNATIONAL TELEVISION CORP.
Ref. Number: F79302

We have received your document for CORAL INTERNATIONAL TELEVISION CORP. and check(s) totaling \$183.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 201A00000003

RECEIVED
01 JAN -5 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FRIDAY INVESTMENTS COMPANY, a Florida corporation, K32039

CORAL TELEVISION, INC., a Florida corporation, J83452

CORAL PICTURES CORPORATION, a Florida corporation, J83447

CORAL ENTERTAINMENT CORPORATION, a Delaware corporation not
qualified

INTO

CORAL INTERNATIONAL TELEVISION CORP., a Florida entity, F79302

File date: December 29, 2000, effective January 1, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

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

FIRST: CORAL INTERNATIONAL TELEVISION CORP., a Florida Corporation shall be the surviving corporation.

SECOND: The name and jurisdiction of each merging corporation are as follows:

FRIDAY INVESTMENTS COMPANY, a Florida Corporation

CORAL TELEVISION, INC. a Florida Corporation

CORAL PICTURES CORPORATION, a Florida Corporation

CORAL ENTERTAINMENT CORPORATION, a Delaware Corporation

FILED
00 DEC 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached hereto as Exhibit "A".

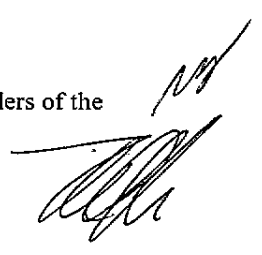
FOURTH: The merger shall become effective at 12:01 a.m. on January 1st, 2001.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 2000.

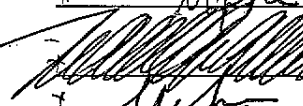


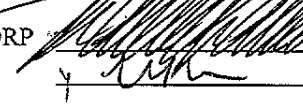
SIXTH: The Plan of Merger was adopted by the board of all directors of all the merging corporations on December 20, 2000.¹

EFFECTIVE DATE
01-01-01

¹ Even though shareholder approval may not be required, the Plan of Merger was adopted by the shareholders of the merging corporations on December 20, 2000.



SEVENTH: Each of the persons named below is duly elected or appointed, qualified and acting officer of the Corporation appearing opposite his or her name and he or she holds the office set forth opposite his or her name, and the signature opposite each such person is his or her genuine signature:

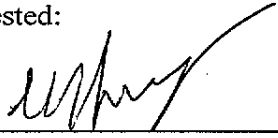
<u>Name of Corporation:</u>	<u>Signatures:</u>	<u>Name of Individual and Title:</u>
FRIDAY INVESTMENTS COMPANY		Marcel Granier, President
		Marco Lovera, Secretary
CORAL TELEVISION, INC.		Marcel Granier, President
		Marco Lovera, Secretary
CORAL PICTURES CORPORATION		Marcel Granier, President
		Marco Lovera, Secretary
CORAL ENTERTAINMENT CORPORATION		Marcel Granier, President
		Marco Lovera, Secretary
CORAL INTERNATIONAL TELEVISION CORP		Marcel Granier, President
		Marco Lovera, Secretary

IN WITNESS WHEREOF, I have set my hand and seal this 20th day of December, 2000.

Coral International Television Corp.

By: 
Marcel Granier, President

Attested:


Marco Lovera, Secretary

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104 of the Florida Statutes and accordance to the laws of any other applicable jurisdiction of incorporation.

FIRST: The following is the name and jurisdiction of the parent corporation owning at least eighty percent (80%) of the outstanding shares of each class of the subsidiary corporations:

CORAL ENTERTAINMENT CORPORATION, a Delaware Corporation.

SECOND: The name and jurisdiction of each subsidiary corporation is as follows:

1. FRIDAY INVESTMENTS COMPANY, a Florida Corporation
2. CORAL TELEVISION, INC., a Florida Corporation
3. CORAL INTERNATIONAL TELEVISION CORP., a Florida Corporation¹
4. CORAL PICTURES CORPORATION, a Florida Corporation²

THIRD: The manner and basis of converting the shares of the subsidiary or parent into shares, obligations or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

FOURTH: The surviving corporation, CORAL INTERNATIONAL TELEVISION CORP., shall own all of the assets and acquires all of the rights of all of the merging corporations, and assumes all the liabilities of all the merging corporations.

FIFTH: CORAL INTERNATIONAL TELEVISION CORP, as the surviving corporation, shall cancel all of the stock certificates of the merging corporations and shall effectuate a prorated issuance of its shares to the holders of CORAL ENTERTAINMENT CORPORATION, which prior to the merger was the parent corporation.

SIXTH: FURTHERMORE, without limiting the scope hereof, CORAL INTERNATIONAL TELEVISION CORP., as the surviving corporation, shall be the owner and holder of all trade names, trademarks, copyrights, licensing rights and distribution rights of all of the merging corporations. CORAL INTERNATIONAL TELEVISION CORP., as the surviving corporation, shall be responsible for compliance with all obligations concerning the aforementioned rights.

SEVENTH: Shareholders of the subsidiary corporations, who, except for the applicability of the Section 607.1104 of the Florida Statutes, would be entitled to vote and to dissent from the merger pursuant to Section 607.1320 of Florida Statutes may be entitled, if they

¹ Coral International Television Corp. is a wholly owned subsidiary of Coral Television, Inc.

² Coral Pictures Corporation is a wholly owned subsidiary of Coral Television, Inc.

comply with the provisions of Chapter 607 regarding the rights of the dissenting shareholders, to be paid the fair value of their shares.

The restated articles of incorporation of CORAL INTERNATIONAL TELEVISION CORP., the surviving corporation are attached hereto as Exhibit "1".

Respectfully submitted,

CORAL ENTERTAINMENT CORPORATION

By: 

Marcel Granier, President

Attested:



Marco Lovera, Secretary

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

OF

CORAL INTERNATIONAL TELEVISION CORP.

I, the undersigned secretary, hereby makes, acknowledges and file these Restated and Amended Articles of Incorporation for the purpose of merging several corporations under the laws of the State of Florida.

ARTICLE I
NAMES

The name of this corporation shall be:

CORAL INTERNATIONAL TELEVISION CORP.

Its principal place of business and/or mailing address shall be:

**710 South Dixie Highway
Coral Gables, Florida 33146**

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

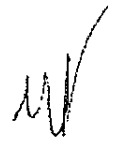


Exhibit "1"

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of the original Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.
710 SOUTH DIXIE HIGHWAY
CORAL GABLES, FLORIDA 33146
(Address changed 9/18/2000)

The name of the registered agent of this Corporation at that address shall be:

Fernando S. Aran

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (3) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Marcel Granier
2601 S. Bayshore Drive # 1225
Miami, Florida

WP

Marco Lovera
2601 S. Bayshore Drive, #1225
Miami, Florida

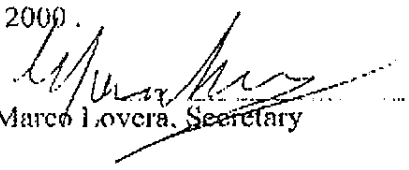
Pedro Carrera
2601 S. Bayshore Drive, #1225
Miami, Florida

ARTICLE VIII
INCORPORATOR

The name and street address of the initial incorporator who signed the original Articles of Incorporation is as follows:

Harvey I. Reiseman
Reiseman & Lamont, P.A.
Suite 610, Executive Plaza
3050 Biscayne Boulevard
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned secretary has signed and attested to these Restated and Amended Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 20th day of December, 2000.


Marco Lovera, Secretary

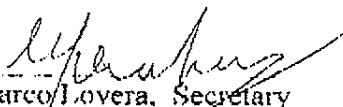
DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CORAL INTERNATIONAL TELEVISION CORP. having filed its Restated and Amended Articles of Incorporation, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, having named Fernando S. Aran located thereat as its registered agent to accept service of process within this state and Fernando S. Aran having accepted that designation.

IN WITNESS WHEREOF, the undersigned secretary has signed and attested to the above Designation and Acceptance of Registered Agent to these Restated and Amended Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 20th day of December, 2000.



Marco Lovera, Secretary

**ACCEPTANCE OF
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for
Coral International Television Corp.



Fernando S. Aran, Registered Agent