

F79302

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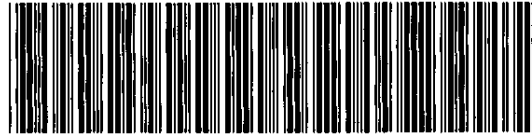
(Business Entity Name)

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09 OCT 13 AM 11:27  
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*Merger*  
C.COULLIETTE

OCT 13 2009

EXAMINER

**ECFS**

**EXPRESS CORPORATE FILING SERVICE, INC**  
**1000 PONCE DE LEON BLVD., STE: 101**  
**CORAL GABLES, FL 33134**  
**PH: (305)444-4994 FAX: (305)444-4977**

OFFICE USE ONLY

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

1. Coral International Television Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

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☐ Certified Copy

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 13, 2009

Express Corporate Filing Service, Inc.  
1000 Ponce De Leon Blvd.  
Ste 101  
Coral Gables, FL 33134

SUBJECT: RCTV INTERNATIONAL CORP.  
Ref. Number: F79302

We have received your document for RCTV INTERNATIONAL CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Friday Investments Company was merged out of existence on 12-29-2000. Please remove them from the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 309A00001218

**RECEIVED**  
09 OCT 13 AM 10:23  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
(Profit Corporation)**

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH THE FLORIDA BUSINESS CORPORATION ACT, PURSUANT TO SECTION 607.1105, F.S.

**RECITALS:**

WHEREAS, pursuant to Public Deed N° 11490, dated December 10, 1998, the certificate of merger documenting the merger of Opa Locka Realty International, S.A., a Panamanian corporation, with and into Friday Investments Company, a Florida for profit corporation, was recorded and filed with the Panamanian Public Registrar's Office under Document Number 10:36:19:7, dated December 17, 1998, Folio 273, Book Entry 4578, of the Public Records of the Registry of Panama, Republic of Panama. A simple translation of the above mentioned Public Deed has been attached to this document.

WHEREAS, pursuant to the Articles of Merger filed with the Secretary of State of Florida on 12/29/2000, dated effectively 01/01/2001, Friday Investments Company, a Florida Corporation, Coral Television, Inc., a Florida corporation, Coral Pictures Corporation, a Florida corporation and Coral Entertainment Corporation, a Delaware corporation were merged with and into RCTV INTERNATIONAL CORP (formerly Coral International Television Corp.), a Florida corporation. As a result of the foregoing merger, the separate existence of each of Friday Investments Company, Coral Television, Inc., Coral Pictures Corporation, and Coral Entertainment Corporation, ceased and RCTV INTERNATIONAL CORP., continued as the surviving entity of that merger;

WHEREAS, the parties hereto now wish to document as a result of the foregoing, the *de facto* merger of Opa Locka Realty International S.A., with and into RCTV INTERNATIONAL CORP (formerly Coral International Television Corp.), where RCTV INTERNATIONAL CORP, shall continue as the surviving entity of this merger.

NOW, THEREFORE, the parties to the merger agree as follows:

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<b>Name</b>	<b>Jurisdiction</b>
RCTV INTERNATIONAL CORP (formerly Coral International Television Corp.)	Florida Profit Corporation

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

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CLERK OF THE  
DIVISION OF CORPORATIONS  
09 OCT 13 AM 11:27

**Name**  
OPA LOCKA REALTY INTERNATIONAL S.A.

**Jurisdiction**  
Panamanian Corporation

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The mergers became effective as of their existing effective dates in the recitals above.

**FIFTH:** Adoption of Merger by the **surviving** corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation as of 01/01/2001 and filed with the Florida Department of State on the date hereof.

**SIXTH:** Adoption of Merger by the **merging** corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation as of 12/17/1998 and filed with the Florida Department of State on the date hereof.

**SEVENTH:** Signatures for Each Corporation:

**Name of Corporation**

**Signature**

**Name/Title**

RCTV INTERNATIONAL CORP  
(formerly known as Coral International  
Television Corp.)



MARCEL GRANIER  
PRESIDENTE

Opa Locka Realty International S.A.



MARCEL GRANIER  
PRESIDENTE

## **PLAN OF MERGER**

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1101, F.S., AND IN ACCORDANCE WITH THE LAWS OF ANY OTHER APPLICABLE JURISDICTION OF INCORPORATION.

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**FIRST:** The name and jurisdiction of the **surviving** corporation is as follows:

**Name**

RCTV INTERNATIONAL CORP (formerly Coral International Television Corp.)

**Jurisdiction**

Florida Profit Corporation

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

**Name**

OPA LOCKA REALTY INTERNATIONAL S.A.

**Jurisdiction**

Panamanian Corporation

**THIRD:** The terms and conditions of the merger are as follows:

### **THE MERGER**

3.1 Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Time, OPA LOCKA REALTY INTERNATIONAL S.A., shall be merged with and into RCTV INTERNATIONAL CORP (hereafter "RCTV"), the successor by merger to Friday Investments Company. Thereafter, the separate existence of OPA LOCKA REALTY INTERNATIONAL S.A. shall cease, and RCTV shall continue as the surviving entity of the merger (the "Surviving Entity").

3.2 **Effective Time.** RCTV and OPA LOCKA REALTY INTERNATIONAL S.A., will file articles of merger, in such appropriate form as determined by the parties, with the Secretary of State of the State of Florida in accordance with the relevant provisions of law (the "Plan of Merger") (the time of such filing as specified in the Articles of Merger being the "Effective Time").

3.3 **Effect of The Merger.** At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Entity shall possess all the property, rights, privileges, powers and franchises of RCTV and OPA LOCKA REALTY INTERNATIONAL S.A., and shall be subject to all debts, liabilities and duties of RCTV and OPA LOCKA REALTY INTERNATIONAL S.A.

**3.4 Articles of Organization; Regulations.** (a) At the Effective Time, the Articles of Incorporation of RCTV INTERNATIONAL CORP., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law. (b) At the Effective Time, the By-laws, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Entity until thereafter amended.

**3.5 Directors And Officers.** The initial directors of the Surviving Entity shall be the directors of RCTV INTERNATIONAL CORP., immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Entity shall be the officers of RCTV immediately prior to the Effective Time, until their respective successors are duly appointed.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

- (a) **Conversion of Opa Locka Realty International S.A. shares.** Each share of OPA LOCKA REALTY INTERNATIONAL S.A. issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and automatically converted to one validly issued, fully paid and nonassessable share of the Surviving Entity.
- (b) Both parties to the merger certify that no party has a right to acquire additional shares in either entity at this time.

**FIFTH: Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this merger to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of OPA LOCKA REALTY INTERNATIONAL S.A., and the officers, shareholders and directors of OPA LOCKA REALTY INTERNATIONAL S.A., will take all such lawful and necessary action.