

K54135

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -9 PM 3:41

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w/ Name Change
05/31/06 De

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EuroMedia Holdings Corp.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jackson L. Morris

(Contact Person)

Attorney at Law

(Firm/Company)

3116 W. North A Street

(Address)

Tampa, FL 33609-1544

(City/State and Zip Code)

For further information concerning this matter, please call:

Jackson L. Morris

(Name of Contact Person)

At (813) 874-8854

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

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

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------------------------|---------------------|--|
| <u>New-Era Trading Group, Inc.</u> | <u>Florida</u> | <u>K54135</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------|---------------------|--|
| <u>Eurocinema Corp.</u> | <u>Florida</u> | <u>P06000009467</u> |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR **NOT APPLICABLE** (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on April 21, 2006 .

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 21, 2006 .

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

06 MAY -9 PM 3:41

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

New-Era Trading Group, Inc.

Steven L. Hocke

Steven L. Hocke, President

Eurocinema Corp.

Sebastien Perioche

Sebastien Perioche, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

New-Era Trading Group, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Eurocinema Corp.

Florida

Third: The terms and conditions of the merger are as follows:

The board of directors and officers of the surviving corporation, New-Era Trading Group, Inc., shall resign and the directors and officers of the merging corporation, Eurocinema Corp., shall become the board of directors and officers of the surviving corporation. Except as provided herein, there are no other terms and conditions of the merger which constitute a "Plan of Merger".

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

The 13,375,000 shares of the surviving corporation, New-Era Trading Group, Inc., issued and outstanding before the merger shall remain unchanged. The 800 shares of the merging corporation, Eurocinema Corp., issued and outstanding before the merger shall be converted into and automatically become 19,000,000 shares of the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

The name of the surviving corporation shall be changed to EuroMedia Holdings Corp. from New-Era Trading Group, Inc.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: None

ATTACHMENT
to
PLAN OF MERGER
NEW-ERA TRADING GROUP, INC.
(Surviving Corporation)
and
EUROCINEMA CORP.
(Merging Corporation)

The name and address of the director of the corporation surviving the merger of Eurocinema Corp. into New-Era Trading Group, Inc. is:

Sebastien Perioche, Suite 800, 1395 Brickell Avenue, Miami, Florida 33131