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MERGER OR SHARE EXCHANGE

RAVEN MOON HOME VIDEO PRODUCTS, LLC

Certificate of Status	0
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\$50.00

02 MAR 28 AM 9:04
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RAVEN MOON TELEVISION PRODUCTIONS AND VIDEO DISTRIBUTION,
LLC, a Florida Limited Liability Company, L02000003636

,

into

RAVEN MOON HOME VIDEO PRODUCTS, LLC, a Florida entity
L01000016542

File date: March 28, 2002

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER
OF
RAVEN MOON TELEVISION PRODUCTIONS
AND VIDEO DISTRIBUTION, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
RAVEN MOON HOME VIDEO PRODUCTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

L02-3636

L01-16542

Pursuant to the provision of Section 608.438 of Florida Statutes, RAVEN MOON TELEVISION PRODUCTIONS AND VIDEO DISTRIBUTION, LLC., a limited liability company validly formed and existing under the laws of the State of Florida, and RAVEN MOON HOME VIDEO PRODUCTS, LLC., a limited liability company validly formed and existing under the laws of the State of Florida, hereby adopt these Articles of Merger.

1. The name of the company surviving the merger is Raven Moon Home Video Products, LLC, a Florida limited liability company ("Surviving Company").
2. The name of the non-surviving company is Raven Moon Television Productions and Video Distribution, LLC., a Florida limited liability company ("Absorbed Company").
3. The Agreement and Plan of Merger ("Agreement of Merger") is set forth in Exhibit A attached hereto and made a part hereof.
4. No membership units of the Absorbed Company, and no option, warrant, or other right to acquire any membership units of the Absorbed Company, have ever been authorized for issuance or issued. Accordingly, there will be no conversion of units of the Absorbed Company for units of the Surviving Company as a result of the merger.
5. The Agreement of Merger was adopted by unanimous written consent of the Sole Member of the Absorbed Company on March 27, 2002. No vote of members of the Absorbed Company is necessary because there are no other members of the Absorbed Company.
6. The Agreement of Merger was adopted by unanimous written consent of the Sole Member of the Surviving Company on March 27, 2002. No vote of members of the Surviving Company is necessary because there are no other members of the Surviving Company.

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TALLAHASSEE, FLORIDA

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7. These Articles of Merger will be effective on the date of filing these Articles of Merger.

Dated this 27th day of March, 2002.

RAVEN MOON TELEVISION PRODUCTIONS
AND VIDEO DISTRIBUTION, LLC
a Florida Limited Liability Company

By: Raven Moon Entertainment, Inc., Sole Member

By 
Joseph DiFrancesco, President

RAVEN MOON HOME VIDEO PRODUCTS, LLC,
A Florida Limited Liability Company

By: Raven Moon Entertainment, Inc., Sole Member

By 
Joseph DiFrancesco, President

Raven moon/home video/merger articles

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is adopted this 27th day of March, 2002, by Raven Moon Home Video Products, LLC, a Florida limited liability company (the "Surviving Company"), and Raven Moon Television Productions and Video Distribution, LLC, a Florida limited liability company (the "Absorbed Company").

Background

The Surviving Company is a company organized and validly existing under the laws of the State of Florida.

The Absorbed Company is a company organized and validly existing under the laws of the State of Florida.

The Managing Member of each of the Surviving Company and the Absorbed Company deem it desirable and in the best business interests of each company and their respective members that the Absorbed Company be merged with and into the Surviving Company, with the Surviving Company being the company surviving the merger.

Terms of Plan

1. Merger. The Absorbed Company shall merge with and into the Surviving Company, with the Surviving Company being the company surviving the merger.

2. Terms and Conditions. On the Effective Date of the merger, as defined herein, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal and mixed, of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

3. Cancellation of Units. The Surviving Company and the Absorbed Company have identical members. Upon the Effective Date, all outstanding and issued interests, shares, obligations or other securities of the Absorbed Company, by virtue of the merger and without further action on the part of the holder thereof, shall be automatically canceled. Each member of the Surviving Company whose interests, shares, obligations or other securities were outstanding immediately prior to the Effective Date will hold the same number of interests, shares, obligations or other securities, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

4. Articles of Organization. The articles of organization of the Surviving Company shall continue to be its articles of organization following the Effective Date.

5. Operating Agreement. The operating agreement of the Surviving Company shall continue to be its operating agreement following the Effective Date.

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6. Managing Member. The managing member of the Surviving Company on the Effective Date shall continue as the managing member of the Surviving Company for the full unexpired terms of office and until their successors have been elected or appointed and qualified.

7. Expenses of Merger. The Surviving Company shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

8. Approval of Plan. This Plan of Merger shall be approved by the consent of the Managing Member of the Surviving Company and the Absorbed Company.

9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be the date the Articles of Merger are filed with the Florida Secretary of State.

10. Rights of Members of Absorbed Company. The provisions of Sections 608.4384, Florida Statutes shall govern the right of dissenting Members of the Absorbed Company, if any, to the merger.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written, to become effective as provided for herein.

"SURVIVING COMPANY"

RAVEN MOON HOME VIDEO PRODUCTS, LLC,
A Florida Limited Liability Company

By: Raven Moon Entertainment, Inc., Sole Member

By  _____
Joseph DiFrancesco, President

"ABSORBED COMPANY"

RAVEN MOON TELEVISION PRODUCTIONS
AND VIDEO DISTRIBUTION, LLC
a Florida Limited Liability Company

By: Raven Moon Entertainment, Inc., Sole Member

By  _____
Joseph DiFrancesco, President

Raven moon home video/planmerger

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