

L020000019824

MARTIN
GLOBAL
MEDIA



500009434285

24500 Woodsage Drive, Bonita Springs, FL 34134

12/19/02--01076--002 **25.00

01/23/03--01020--002 **25.00

25.00

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Empty box for special instructions to the filing officer.

Office Use Only

BK

03 JAN 14 PM 12:14
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 20, 2002

MARTIN GLOBAL MEDIA
24500 WOODSAGE DRIVE
BONITA SPRINGS, FL 34134

SUBJECT: MARTIN GLOBAL MEDIA, LLC
Ref. Number: L02000019824

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TALLAHASSEE, FLORIDA

We have received your document for MARTIN GLOBAL MEDIA, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$25.00 payment.

When two limited liability companies are involved in a merger, there is a \$25.00 fee for each LLC.

Please send an ADDITIONAL \$25.00 so your merger can be processed.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 902A00066927

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MARTIN GLOBA MEDIA, LLC, a New Jersey LLC, which is not qualified in
Florida

INTO

MARTIN GLOBAL MEDIA, LLC, a Florida entity, L02000019824.

File date: January 14, 2003

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER

03 JAN 14 PM 12:15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Martha Global Media, LLC</u> <u>4 Manor Drive</u> <u>Ramsey NJ 07446</u>	<u>New Jersey</u>	<u>LLC</u>
Florida Document/Registration Number: _____	FEI Number: <u>22-3764803</u>	
2. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
3. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Martin Global Media, LLC</u> <u>24500 W. Cassa Sage Dr</u> <u>Bonita Springs, FL 34134</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L02000619824</u>		FEI Number: <u>22-3766807</u>

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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

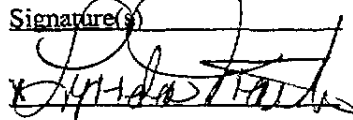
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Martin Global Media, LLC



Luanda martin*

Ms. Martin is signing for both the New Jersey company and the Florida Company, which are both called MARTIN GLOBAL MEDIA, LLC.

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Martin Global Media, LLC	New Jersey

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Martin Global Media, LLC	Florida

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

Transfer of All Assets and liabilities from Martin Global Media, LLC (New Jersey) to Martin Global Media, LLC (Florida).

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The basis of All rights and obligations will remain the same upon transfer.

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A
Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Lynnda Martin
24500 Wausage Dr.
Bonita Springs, FL
34134

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)