

# LO2000025750

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400009571224

01/02/03--01061--015 \*\*21.25

12/20/02--01049--007 \*\*68.75

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1/1/03

9p

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JDG HOLDINGS, INC. a Florida entity P98000022835

INTO

**WORLDWIDE ENTERTAINMENT NETWORK LLC**, a Florida entity,  
L02000025750

File date: December 20, 2002, effective January 1, 2003

Corporate Specialist: Lee Rivers

THE LAW OFFICES OF  
**MICHAEL G. PARK, ESQ.**

610 NORTH DIXIE HIGHWAY  
LANTANA, FLORIDA 33462

PHONE: (561) 209-2306  
FAX: (561) 582-3881

December 16, 2002

**VIA AIRBORNE EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: JDG Holdings, Inc. merger into Worldwide Entertainment Network LLC

Dear Madam/Sir:

Enclosed please find a check in the amount of \$68.75 (\$35 Corp merger fee, \$25 LLC merger fee, \$8.75 certified copy fee), and one original and one copy of the Articles of Merger. Please expedite the filing, and return an acknowledgement copy to me. If you should have any questions, please feel free to call me at 561-209-2306.

Very truly yours,

Michael G. Park

Enclosures

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 23, 2002

MICHAEL G. PARK, ESQUIRE  
610 NORTH DIXIE HIGHWAY  
LANTANA, FL 33462

SUBJECT: WORLDWIDE ENTERTAINMENT NETWORK LLC  
Ref. Number: L02000025750

We have received your document for WORLDWIDE ENTERTAINMENT NETWORK LLC and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee for a certified copy for a merger with a surviving LLC is \$30, not \$8.75: please submit an additional \$21.25.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 302A00067057

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DEC 23 2002 PM 4:02

THE LAW OFFICES OF  
**MICHAEL G. PARK, ESQ.**

610 NORTH DIXIE HIGHWAY  
LANTANA, FLORIDA 33462

PHONE: (561) 209-2306  
FAX: (561) 582-3881

December 30, 2002

**VIA AIRBORNE EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

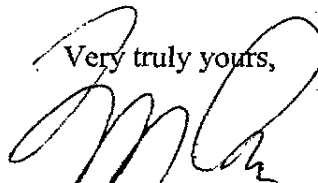
Re: Worldwide Entertainment Network LLC  
Ref. No.: L02000025750

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DIVISION OF CORPORATIONS  
02 DEC 20 PM 4:02

Dear Madam/Sir:

Pursuant to your 12/23/02 correspondence, enclosed please find a check in the amount of \$21.25 for the certified copy fee. If you should require anything further, please feel free to call me at 561-209-2306.

Very truly yours,



Michael G. Park

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

January 2, 2003

MICHAEL G. PARK, ESQUIRE  
610 NORTH DIXIE HIGHWAY  
LANTANA, FL 33462

SUBJECT: WORLDWIDE ENTERTAINMENT NETWORK LLC  
Ref. Number: L02000025750

We have received your document for WORLDWIDE ENTERTAINMENT NETWORK LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for sending the additional money which was due. You must still make the addition to the plan of merger which was requested in our previous letter, copy of which is attached.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 203A00000165

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02 DEC 20 PM 4: 02

THE LAW OFFICES OF  
**MICHAEL G. PARK, ESQ.**

610 NORTH DIXIE HIGHWAY  
LANTANA, FLORIDA 33462

PHONE: (561) 209-2306  
FAX: (561) 582-3881

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January 13, 2003

**VIA AIRBORNE EXPRESS**

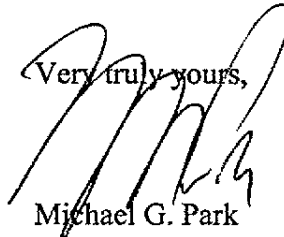
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: JDG Holdings, Inc. merger into Worldwide Entertainment Network LLC

Dear Madam/Sir:

Enclosed please find the corrected documents per you December 23, 2002 letter. If you should require anything further, please feel free to call me at 561-209-2306.

Very truly yours,



Michael G. Park

Enclosures

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**ARTICLES OF MERGER  
FOR  
WORLDWIDE ENTERTAINMENT NETWORK LLC**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, Chapter §607, Florida Statutes, and in accordance with the Florida Limited Liability Company Act, Chapter §608, Florida Statutes:

1. The name and jurisdiction of the surviving limited liability company is:

**WORLDWIDE ENTERTAINMENT NETWORK LLC**                      **Florida**

202-25750

2. The name and jurisdiction of the merging corporation is:

**JDG HOLDINGS, INC.**                      **Florida**

898-22835

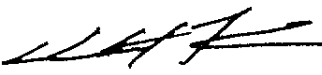
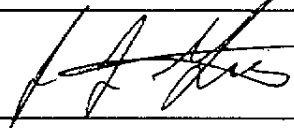
3. The Plan of Merger is attached.

4. The merger shall become effective on January 1, 2003.

5. The Plan of Merger was unanimously adopted by the members of the surviving limited liability company on December 13, 2002.

6. The Plan of Merger was unanimously adopted by the shareholders of the merging corporation JDG Holdings, Inc. on December 12, 2002.

7. Signatures for each entity:

Name of Entity	Signature	Name and Title
WORLDWIDE ENTERTAINMENT NETWORK LLC		Donald Tabor, Managing Member
JDG HOLDINGS, INC.		Jon D. Goldstein, President

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## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Chapters 607 and 608, Florida Statutes, and in compliance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving limited liability company is:

**WORLDWIDE ENTERTAINMENT NETWORK LLC          Florida**

2. The name and jurisdiction of the merging corporation is:

**JDG HOLDINGS, INC.          Florida**

3. The terms and conditions of the merger are as follows:

The surviving limited liability company shall acquire all of the assets and assume all of the liabilities of the merging corporation.

4. The manner and basis of converting the shares of the corporation into membership interests of the surviving limited liability company are as follows:

For each one hundred (100) shares of stock of the merging corporation, a shareholder shall receive one (1) membership interest of Class G of the surviving limited liability company.

5. The names and addresses of the managing members of the surviving limited liability company are as follows:

Jon Goldstein	610 North Dixie Highway, Lantana, FL 33462
Donald Tabor	610 North Dixie Highway, Lantana, FL 33462
Michael DeSalvo	610 North Dixie Highway, Lantana, FL 33462
Michael Park	610 North Dixie Highway, Lantana, FL 33462

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