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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PEOPLE'S CHOICE CABLE, LLC

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**ARTICLES OF MERGER
OF
PEOPLE'S CHOICE CABLE Company
(a Florida corporation)
INTO
PEOPLE'S CHOICE CABLE, LLC
(a Florida limited liability company)**

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Pursuant to Sections 607.1109 and 608.4382 of the Florida Business Corporation Act and the Florida Limited Liability Company Act, respectively, the undersigned corporation and limited liability company adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** People's Choice Cable Company, a Florida corporation ("INC") shall be merged with and into (the "Merger") People's Choice Cable, LLC, a Florida limited liability company ("LLC"). INC and LLC are sometimes hereinafter collectively referred to as the "Constituent Entities." LLC shall be the surviving entity to the Merger (the "Surviving Entity").
2. **Articles of Organization.** The Articles of Organization of LLC, as same shall exist from and after the Effective Date, shall be the Articles of Organization of the Surviving Entity following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Organization of the Surviving Entity, shall constitute the Articles of Organization of the Surviving Entity separate and apart from these Articles of Merger.
3. **Succession.** On the Effective Date, LLC shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of INC, except insofar as it may be continued by operation of law, shall be terminated and cease.
4. **Effect of Merger.**

FIRST: On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their shareholders or members, each outstanding share of common stock of INC shall be converted into one membership interest of LLC as set forth in the plan of merger (the "Plan of Merger") between INC and LLC.

SECOND: The Merger shall be effective on the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

THIRD: The Plan of Merger was adopted by the board of directors and all shareholders of INC on the 11th day of December, 2003, and all of the managing members and members of LLC on the 11th day of December, 2003.

Robert J. Burnett, Esq.
Florida Bar No. 0117978
Becker & Poliakoff, P.A.
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Fourth: Steve Friedman and GS Holdings, Inc. will be the managing members of the Surviving Entity. The business address of Steve Friedman is 9809 Majestic Way, Boynton Beach, Florida 33437. The business address of GS Holdings, Inc. is 53 East 80th Street, New York, New York 10021


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Signed this 11th day of December, 2003.

PEOPLE'S CHOICE CABLE COMPANY
a Florida corporation

By: 
Steve Friedman
Its: Director

PEOPLE'S CHOICE CABLE, LLC
a Florida limited liability company

By: 
Steve Friedman
Its: Managing Member

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