

L04000013595

(Requestor's Name)

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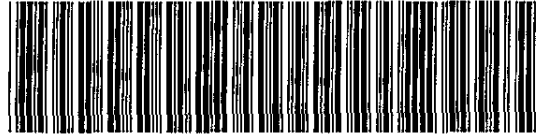
(Business Entity Name)

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J. BRYAN SEP 23 2004

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 8/27/04

REF. #: 0380.29530

CORP. NAME: SUPERBALL ENTERPRISES, INC. merging into PUSH MEDIA, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 509270 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 30, 2004

CORPDIRECT AGENTS

TALLAHASSEE, FL

SUBJECT: PUSH MEDIA, LLC
Ref. Number: L04000013595

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for PUSH MEDIA, 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):

Please note that we have RETAINED your \$90.00 payment.

Before this merger can be filed, you will have to REINSTATE the merging corporation -- SUPERBALL ENTERPRISES INC. To accomplish this, you will need to file a REINSTATEMENT form and pay \$900.00.

ALSO, please note the merger documents must contain a list of the NAMES AND ADDRESSES of the MANAGERS or MANAGING MEMBERS of the surviving LLC.

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
Document Specialist

Letter Number: 204A00052541

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**ARTICLES OF MERGER
OF SUPERBALL ENTERPRISES, INC.,
A FLORIDA CORPORATION,
WITH AND INTO PUSH MEDIA, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned adopt the following Articles of Merger for the purpose of merging (the "Merger") SUPERBALL ENTERPRISES, INC., a Florida corporation, with and into PUSH MEDIA, LLC, a Florida limited liability company. This Merger is being made pursuant to Section 607.1108 of the Florida Business Corporation Act Statutes and Section 608.438 of the Florida Limited Liability Company Act.

1. The name and jurisdiction of organization of each constituent entity is as follows:

Name and Address:	[Defined Term:]	Jurisdiction:
Superball Enterprises, Inc.	(the " <u>Merging Corporation</u> ")	Florida #P02000115159

Push Media, LLC	(the " <u>Surviving Company</u> ")	Florida #L04000013595
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2. A Plan of Merger was adopted by the Merging Corporation on 7/29, 2004, and the Surviving Company on 7/16, 2004.

3. The Plan of Merger was adopted by the unanimous written consent of all of the Directors of both the Merging Corporation and all of the Managers of the Surviving Company. In the Surviving Company's case, 4,162,600 votes were for the Merger. In the Merging Corporation's case, 102 votes were for the Merger. As a result, the number of shares cast in favor of the Merger by both the Surviving Company and the Merging Corporation was sufficient for its approval.

4. No amendment to the Articles of Organization of the Surviving Company shall result from this Merger.

5. The Plan of Merger is attached to and made a part of these Articles of Merger as Exhibit "A."

6. The name of the Surviving Company after the Merger shall be PUSH MEDIA, LLC, a Florida limited liability company.

The names of the Managers of the Surviving Company after the merger shall be Dave Leyrer and Douglas Levine.

7. The amount of shares of common stock outstanding for the Merging Corporation is 105 and the amount of membership units outstanding for the Surviving Company is 4,162,600. These are the only classes of ownership interests outstanding for each of the Surviving Company and the Merging Corporation.

8. The effective date of the merger shall be upon the filing of these Articles of Merger.

Date: 8/16, 2004

MERGING CORPORATION

SUPERBALL ENTERPRISES, INC.,
a Florida corporation

By: Doug Levine
Name: Doug Levine
Title: _____

SURVIVING CORPORATION

PUSH MEDIA, LLC,
a Florida limited liability company

By: _____
Name: _____
Title: _____

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TALLAHASSEE, FLORIDA

These are the only classes of ownership interests outstanding for each of the Surviving Company and the Merging Corporation.

8. The effective date of the merger shall be upon the filing of these Articles of Merger.

Date: 8/16, 2004

MERGING CORPORATION

SUPERBALL ENTERPRISES, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____

SURVIVING CORPORATION

PUSH MEDIA, LLC,
a Florida limited liability company

By: [Signature]
Name: David Leys
Title: Member - Manager

SURVIVING COMPANY'S COMPANY SEAL:

ATTESTED BY:

By: [Signature]
Name: David Leys
Title: Manager

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TALLAHASSEE, FLORIDA

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into this 16 day of August, 2004, by and between SUPERBALL ENTERPRISES, INC. a Florida corporation, having an address of 2760 North Bay Road, Miami Beach, Florida 33140 (the "Merging Corporation"), with and into PUSH MEDIA, LLC, a Florida limited liability company, having an address of 7652 Fisher Island Drive, Miami, Florida 33109 (the "Surviving Company"). The Merging Corporation and the Surviving Company are hereinafter sometimes together referred to as the "Constituent Corporations".

RECITALS:

WHEREAS, the Directors and Managers, as applicable, of each Constituent Corporation have determined that it would be in the best interest of such corporations for the Merging Corporation to merge with and into the Surviving Company in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act:

NOW THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** On the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Company. The name of the Surviving Company after the Merger shall be **PUSH MEDIA, LLC**, a Florida limited liability company.

2. **Effective Date.** The Merger shall become effective upon filing of the Articles of Merger (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date,

(a) The Merging Corporation and the Surviving Company shall become a single limited liability company and the separate corporate existence of the Merging Corporation shall cease.

(b) The Surviving Company shall succeed to and possess all the rights, privileges, powers and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Company without further act or deed.

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(c) All rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired.

4. **Articles of Organization and Managers of Surviving Company.** Upon the Effective Date:

(a) The Articles of Organization of the Surviving Company shall remain and continue as the Articles of Organization of the Surviving Company until amended in the manner provided by law.

(b) The officers of the Merging Corporation shall become managers of the Surviving Company, along with the existing managers of the Surviving Company.

5. **Manner and Basis of Converting Ownership Interests.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holders thereof, in exchange for the right to receive membership units, as set forth below, of the Surviving Company resulting in the issuance of a total of 5,856,800 membership units to the former shareholders of the Merging Corporation:

Name	Number of Membership	
	Units	Classification
Douglas H. Levine	4,394,000	Class A Units
Robert Weil	861,600	Class A Units
Raskin/Cramer Family Partnership	54,600	Class A Units
Greg Manocherian	546,600	Class A Units

Sarah Dent's three shares in the Merging Corporation shall be cancelled in exchange for Sarah Dent receiving a payment of \$1,000.

The number of Surviving Company membership units that are currently owned by the current member of the Surviving Company, Casa Vicente LLC, shall remain unchanged as a result of the Merger. Consequently, immediately following the Merger, Casa Vicente LLC shall hold 4,162,600 Surviving Company membership units.

6. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

7. **Articles of Merger.** Promptly upon adopting this Plan, the parties shall execute the Articles of Merger and file the same as required under Florida Law.

8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but which together shall be considered one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, this 14 day
of August, 2004.

Date: 8/14, 2004

SURVIVING CORPORATION

PUSH MEDIA, LLC,
a Florida limited liability company

By: _____

Name: _____

Title: _____

MERGING CORPORATION

SUPERBALL ENTERPRISES, INC.,
a Florida corporation

By: [Signature]

Name: Shawn Levine

Title: _____

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger, this ____ day
of 8/16, 2004.

SURVIVING CORPORATION

PUSH MEDIA, LLC,
a Florida limited liability company

By: [Signature]
Name: David Meyer
Title: Member - Manager

MERGING CORPORATION

SUPERBALL ENTERPRISES, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____

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