

Division of Corporations

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Florida Department of State
Division of Corporations
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L. SELLERS

MAR 17 2008

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Coastline Advertising Corp.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

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2008 MAR 14 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3/13/2008

FILED

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Coastline Street Advertising, LLC	Florida	limited liability company
Coastline Advertising Corp.	Oklahoma	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Coastline Advertising Corp.	Oklahoma	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

2642 East 21st Street, Suite 288

Tulsa, OK 74114

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 2642 East 21st Street, Suite 288



Tulsa, OK 74114

Mailing address: 2642 East 21st Street, Suite 288

Tulsa, OK 74114

h.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NLTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Coastline Street Advertising, LLC		Michael A. Culver, Sole Member and Manager
Coastline Advertising Corp.		Michael A. Culver, President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made and entered into as of the 1st day of March, 2008 by and between Coastline Street Advertising, LLC, a Florida limited liability company ("CSALLC"), and Coastline Advertising Corp., an Oklahoma corporation ("CAC").

WHEREAS, CSALLC and CAC desire to merge into a single corporation pursuant to Section 608.4382 of the Florida Limited Liability Company Act and Section 1090.2 of the Oklahoma General Corporation Act; and

WHEREAS, this Agreement has been adopted by unanimous consents in writing signed by the holders of all of the membership interests of CSALLC and all of the outstanding shares of CAC, and the manager(s) of CSALLC, and the sole director of CAC, as provided by the respective formation documents of the constituent entities, and in accordance with Section 608.4231 of the Florida Limited Liability Company Act and Sections 1027F and 1073A of the Oklahoma General Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, CSALLC and CAC do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: CSALLC shall be and hereby is merged with and into CAC. CAC shall be the Surviving Corporation in such merger.

SECOND: The Certificate of Incorporation of CAC, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The manner and basis of converting the membership interests of CSALLC into shares of CAC stock shall be as follows: All of the membership interests of CSALLC immediately prior to the effective date of this Agreement shall, by virtue of the merger and without any action on the part of the member(s) thereof, be cancelled. From and after the effective date of this Agreement, the member(s) owning membership interests of CSALLC outstanding immediately prior to the effective date of this Agreement shall cease to have any rights with respect to such membership interests.

FOURTH: There are no rights of any party to acquire securities of the Surviving Corporation.

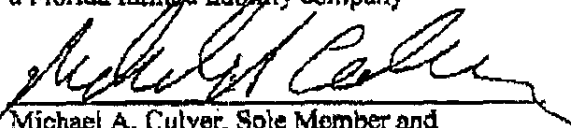
FIFTH: The terms and conditions of the merger are as follows:

(a) The directors and officers of CAC shall continue as the directors and officers of the Surviving Corporation in office until the next special meeting of the stockholders or directors, respectively or until their successors shall have been duly elected and qualified.

(b) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of CSALLC shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of CSALLC shall be the property of the Surviving Corporation as it was of CSALLC.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective members, shareholders, managers, officers and Boards of Directors, have caused these presents to be executed by the President of CAC and the Member and Manager of CSALLC as their respective act, deed and agreement as of the date first written above.

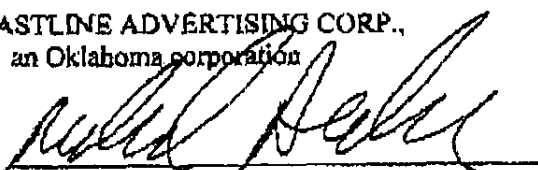
COASTLINE STREET ADVERTISING, LLC,
a Florida limited liability company

By: 
Michael A. Culver, Sole Member and
Sole Manager

Attest:

By: 
Michael A. Culver, Secretary

COASTLINE ADVERTISING CORP.,
an Oklahoma corporation

By: 
Michael A. Culver, President