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Division of Corporations

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**Florida Department of State
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From:
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MERGER OR SHARE EXCHANGE

HISPANIC DIGITAL NETWORK, LLC

Certificate of Status	0
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Estimated Charge	\$87.50

\$100.00

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ARTICLES OF MERGER

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

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

1. Name: Hispanic Digital Network, Inc. ✓ P03-66853
Address: 13205 SW 137th Avenue
Suite 229
Miami, Florida 33186
Jurisdiction: Florida
Entity Type: Profit Corporation
Florida Document #: P03000066853

2. Name: Hispanic Digital Network, LLC ✓ L04-18325
Address: 13205 SW 137th Avenue
Suite 229
Miami, Florida 33186
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document/
Registration No.: L04000018325

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

Name: Hispanic Digital Network, LLC

Address: 13205 SW 137th Avenue
Suite 229
Miami, Florida 33186

Jurisdiction: Florida

Entity Type: Limited Liability Company

Florida Document/
Registration No.: L04000018325

C. Plan of Merger. 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.

D. Approval by Parties. The attached Plan of Merger was approved by the all business entities that are parties to the merger in accordance with the respective laws of Florida and all other applicable jurisdictions.

E. Consent of Shareholders and Members. The merging entities and the surviving entity have obtained the written consent of each shareholder or member of such entities, as applicable, pursuant to section(s) 607.1108(5), 608.438(2), and/or 620.202(2), Florida Statutes.

F. Accordance with Laws of Jurisdiction. The merger is permitted under the respective laws of Florida and all other applicable jurisdictions and is not prohibited by (i) any agreement of any partnership or limited partnership that is a party to the merger, (ii) any shareholder agreements, bylaws or articles of incorporation of any corporation that is a party to the merger, or (iii) any operating agreements, regulations or articles of organization of any limited liability company that is a party to the merger.

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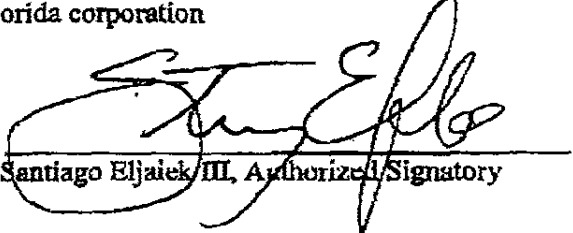
G. Effective Date. The merger shall become effective as of the date these Articles of Merger are filed with Florida Department of State.

H. Compliance. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

I. Signatures.

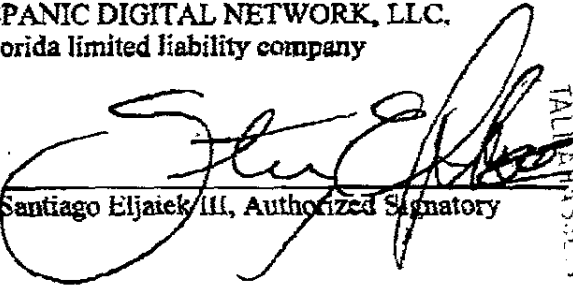
HISPANIC DIGITAL NETWORK, INC.,
a Florida corporation

By:


Santiago Eljaiek III, Authorized Signatory

HISPANIC DIGITAL NETWORK, LLC,
a Florida limited liability company

By:


Santiago Eljaiek III, Authorized Signatory

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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.

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

1. **Name:** Hispanic Digital Network, Inc.

 Address: 13205 SW 137th Avenue
 Suite 229
 Miami, Florida 33186

 Jurisdiction: Florida

 Entity Type: Profit Corporation

 Florida Document #: P03000066853

2. **Name:** Hispanic Digital Network, LLC

 Address: 13205 SW 137th Avenue
 Suite 229
 Miami, Florida 33186

 Jurisdiction: Florida

 Entity Type: Limited Liability Company

 **Florida Document/
 Registration No.:** I.04000018325

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

Name: Hispanic Digital Network, LLC

Address: 13205 SW 137th Avenue
 Suite 229
 Miami, Florida 33186

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Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document/
Registration No.: L04000018325

C. Terms of Merger. The terms and conditions of the merger are as follows:

(a) Hispanic Digital Network, Inc. and Hispanic Digital Network, LLC will each cause special meetings (or unanimous written consents in lieu of meetings where possible) of their respective directors (or managers) and shareholders (or members) to be called and held on or before March 9, 2004 to consider and vote upon the merger. If the merger is approved, either by unanimous written consent or, in the case of a meeting, by the holders of a majority of the shares of Hispanic Digital Network, Inc., as provided in the Bylaws of Hispanic Digital Network, Inc., and by the holders of a majority in interest of the members of Hispanic Digital Network, LLC, the Plan of Merger and Articles of Merger will be executed and filed with the Florida Department of State, Division of Corporations, as promptly as possible thereafter. The Articles of Merger to be filed with the Florida Department of State Division of Corporations shall be substantially in the form attached hereto as Exhibit A, with such changes therein as the Board of Directors of Hispanic Digital Network, Inc. and the Managers of Hispanic Digital Network, LLC shall approve by majority vote. The effective date of the merger shall be the date such Articles of Merger are filed with the Florida Department of State, Division of Corporations.

(b) Upon the effective date of the Merger, the following will occur:

- (i) Hispanic Digital Network, Inc. will be merged with and into Hispanic Digital Network, LLC, and Hispanic Digital Network, LLC will continue as the Surviving Entity;
- (ii) Hispanic Digital Network, LLC will assume all assets and liabilities of Hispanic Digital Network, Inc.;
- (iii) The corporate name of Hispanic Digital Network, LLC, the Surviving Entity, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger.
- (iv) The Articles of Organization of Hispanic Digital Network, LLC will not be changed, modified or amended. The Articles of Organization of Hispanic Digital Network, LLC, as originally filed on March 9, 2004, shall, on the effective date of the merger, be the Articles of Organization of the Surviving Entity until further altered, amended or repealed pursuant to applicable law. The Operating Agreement of Hispanic Digital Network, LLC in effect

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on the date of the merger shall be the Operating Agreement of the Surviving Entity until amended, rescinded or repealed pursuant to applicable law.

- (v) The separate existence and corporate organization of Hispanic Digital Network, Inc. shall cease as of the effective date of the merger.

D. Conversion of Shares.

(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:

- (i) each of the Common Shares, par value One Dollar (\$1.00) per share, of Hispanic Digital Network, Inc. (the "Common Shares"), outstanding on the effective date of the Merger, shall be cancelled, except for Common Shares in respect of which dissenters' rights are perfected in accordance with Florida law, if any; and
- (ii) those holders of Common Shares that have perfected their dissenters rights under Florida law, if any, shall be paid the "fair value" of their shares as mutually agreed to and determined by all of the Shareholders of Hispanic Digital Network, Inc., or if no mutual agreement and determination can be made by such Shareholders, then by the Circuit Court of Florida. Such "fair value" may be more than, the same as or less than any consideration paid for the merger.

(b) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of Hispanic Digital Network, Inc. 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:

There are no outstanding rights to acquire interests, shares, obligations or other securities of Hispanic Digital Network, Inc.

E. Terms of Merger. Hispanic Digital Network, LLC is the surviving entity, which entity is to be managed by one (1) or more Managers pursuant to the Articles of Organization, Regulations and/or Operating Agreement, as applicable, of such limited liability company. The Managers of Hispanic Digital Network, LLC in office on the effective date of the merger shall continue to be the Managers of the company after the merger for the terms for which they were selected, and until their successors are duly elected and qualified or otherwise selected according to the company's Articles of Organization, Regulations and/or Operating Agreement, as applicable. The names and

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addresses of the Managers of Hispanic Digital Network, LLC, which are to remain as and continue to be the Managers of the surviving limited liability company, Hispanic Digital Network, LLC, after the merger are as follows:

Manuel Ruiz	13205 SW 137 th Avenue Suite 229 Miami, Florida 33186
William Gato	13205 SW 137 th Avenue Suite 229 Miami, Florida 33186
Claudia Phillips	13205 SW 137 th Avenue Suite 229 Miami, Florida 33186

F. Statements of Non-Florida Entities. 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:

NONE

G. Terms of Merger. Other provisions, if any, relating to the merger:

NONE

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