

L04000030863

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

L04-30863 merging

(Document Number)

Certified Copies _____ Certificates of Status _____

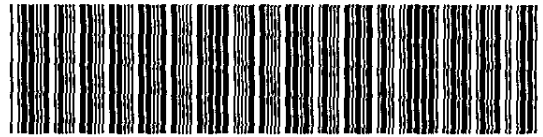
Special Instructions to Filing Officer:

1/23 merger

EFFECTIVE DATE

1-23-06

Office Use Only



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M. HODGES

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WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

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January 23, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Registration Clerk:

Please file the enclosed Articles of Merger of Gulf Stream Investments, LLC (a Florida limited liability company) with and into Fenwick Media Investments, LLC. Fenwick Media Investments, LLC, a Delaware limited liability company, is the survivor.

Please return all correspondence concerning this matter to

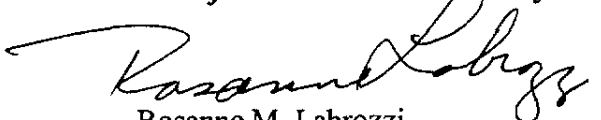
Rosanne Labrozzi, Paralegal
Womble Carlyle Sandridge & Rice
4th Floor
8065 Leesburg Pike, Vienna, VA 22182

Enclosed is our check in the amount of \$50.00 made payable to *Florida Department of State* for the filing fee.

Thank you for your attention to this matter. Please call me if you have any questions.

Very truly yours,

WOMBLE CARLYLE SANDRIDGE & RICE
A Professional Limited Liability Company



Rosanne M. Labrozzi
Paralegal

Enclosures

cc: Grace Kim, Esq.

ARTICLES OF MERGER
OF
GULF STREAM INVESTMENTS, LLC
WITH AND INTO
FENWICK MEDIA INVESTMENTS, LLC

104-30863

Pursuant to Section 608.4382 of the Florida Statutes, Gulf Stream Investments, LLC, a Florida limited liability company (the "Merging Company"), and Fenwick Media Investments, LLC, a Delaware limited liability company (the "Surviving Company"), adopt the following Articles of Merger for the purpose of merging the Merging Company into the Surviving Company:

FIRST: The name of the Merging Company is Gulf Stream Investments, LLC, a Florida limited liability company, with its principal office located at 700 Wright Way, Gulf Stream, Florida 33483.

SECOND: The name of the Surviving Company is Fenwick Media Investments, LLC, a Delaware limited liability company, with its principal office located at 700 Wright Way, Gulf Stream, Florida 33483.

THIRD: The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438 of the Florida Statutes and the Merging Company and the Surviving Company are the only parties to the merger.

FOURTH: The Plan of Merger was approved by the Merging Company in accordance with Chapter 608 of the Florida Statutes and by the Surviving Company in the manner prescribed by the laws of the State under which it is organized.

FIFTH: The Surviving Company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes in any proceeding to enforce any obligation or right of any dissenting member of the Merging Company.

SIXTH: The Surviving Company shall pay any dissenting member of the Merging Company the amount, if any, to which such member is entitled under Section 608.4384 of the Florida Statutes.

SEVENTH: This merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of the Merging Company or the certificate of formation of the Surviving Company.

EIGHTH: This merger shall become effective at 12:01 a.m. on January 23, 2006.

IN WITNESS WHEREOF, said limited liability companies have caused this certificate to be signed by a member on the date first above written.

GULF STREAM INVESTMENTS, LLC
(a Florida limited liability company)

By: 
Jonathan B. Bulkeley, Member

FENWICK MEDIA INVESTMENTS, LLC
(a Delaware limited liability company)

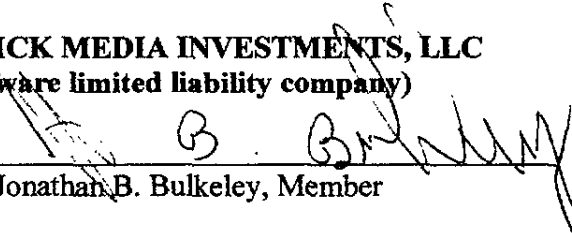
By: 
Jonathan B. Bulkeley, Member

Exhibit A

Plan of Merger

PLAN OF MERGER

OF

GULF STREAM INVESTMENTS, LLC
(a Florida limited liability company)

WITH AND INTO

FENWICK MEDIA INVESTMENTS, LLC
(a Delaware limited liability company)

1. Participating Entities.

1.1 Constituent and Surviving Entities. The name of the limited liability company planning to merge in the merger described herein (the "Merger") is Gulf Stream Investments, LLC, a Florida limited liability company (the "Merging Company"). The Merging Company plans to merge with and into Fenwick Media Investments, LLC, a Delaware limited liability company (the "Surviving Company").

1.2 Capitalization of Participating Entities. As to each limited liability company that is a party to the Merger, the limited liability company membership interests and the voting rights thereof are as follows:

<u>Name of entity</u>	<u>Limited liability company membership interests outstanding</u>	<u>Limited liability company membership interests entitled to vote</u>
Gulf Stream Investments, LLC	Limited Liability Company Membership Interests – 100%	Limited Liability Company Membership Interests – 100%
Fenwick Media Investments, LLC	Limited Liability Company Membership Interests – 100%	Limited Liability Company Membership Interests – 100%

2. The Merger.

2.1 The Merger of the Merging Company and the Surviving Company. At the effective time of the Merger (the "Effective Time"), the Merging Company shall be merged with and into the Surviving Company pursuant to this plan of merger (this "Plan of Merger"), and the separate legal existence of the Merging Company shall cease. The Surviving Company and the Merging Company have approved and adopted this Plan of Merger.

2.2 Approval of the Merger. The Merging Company and the Surviving Company are member-managed entities. Jonathan B. Bulkeley (the "Member") is the sole member of the Merging Company and the sole member of the Surviving Company. The Member of the Merging Company and the Member of the Surviving Company have each, by written consent, approved and adopted the Merger and the terms and conditions of this Plan of Merger.

2.3 Effects of the Merger. The Merger shall have the effects provided therefor by the Delaware Limited Liability Company Act, including, but not limited to, the automatic assignment and transfer of all contracts, contract rights and other agreements of the Merging Company to the Surviving Company.

2.4 Certificate of Formation. The Certificate of Formation of the Surviving Company in effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Company following the Effective Time and shall continue in full force and effect until further amended in accordance with the provisions therein and as provided by the applicable provisions of the Delaware Limited Liability Company Act.

2.5 Operating Agreement. The Operating Agreement of the Surviving Company in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Company following the Effective Time and shall continue in full force and effect until further amended in accordance with the provisions therein and as provided by the applicable provisions of the Delaware Limited Liability Company Act.

2.6 Transfer of Property, Rights, Privileges. At the Effective Time, all right, title and interest in the Merging Company's property shall be transferred to the Surviving Company.

3. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Surviving Company or the Merging Company, or the members thereof, the limited liability company membership interests of the Merging Company and the limited liability company membership interests of the Surviving Company shall be converted as follows:

3.1 Merging Company Limited Liability Company Membership Interests. Each issued and outstanding limited liability company membership interest of the Merging Company shall be cancelled and no shares of stock, limited liability company membership interests, securities, cash, property or other securities of any other corporation or entity shall be issued or given in exchange therefor.

3.2 Surviving Company Limited Liability Company Membership Interests. Each issued and outstanding limited liability company membership interest of the Surviving Company shall continue to be issued and outstanding.

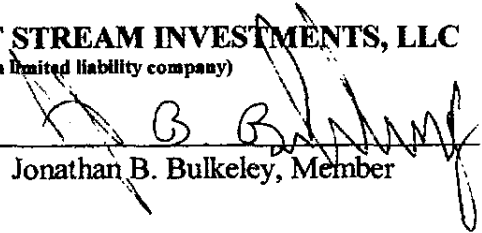
4. Effective Time. The Merger shall be effective at 12:01 a.m. on January 23, 2006.

5. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, all of which together shall constitute one and the same Plan of Merger.

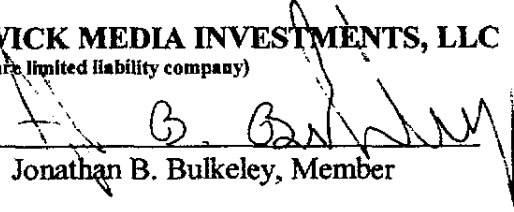
[Signature page follows]

IN WITNESS WHEREOF, said limited liability companies have caused this Plan of Merger to be executed by a member on the date first above written.

GULF STREAM INVESTMENTS, LLC
(a Florida limited liability company)

By: 
Jonathan B. Bulkeley, Member

FENWICK MEDIA INVESTMENTS, LLC
(a Delaware limited liability company)

By: 
Jonathan B. Bulkeley, Member