

Division of Corporations

LO5000063277

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**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:
Account Name : HAILE, SHAW & PRAFFENBERGER, P.A.
Account Number : 076326003550
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MERGER OR SHARE EXCHANGE

HNS SPORTS GROUP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$122.50

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FLORIDA DEPARTMENT OF STATE

Glenda B. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 28, 2005

HNS SPORTS GROUP, LLC
11780 U.S. HIGHWAY ONE, SUITE 400
NORTH PALM BEACH, FL 33408

SUBJECT: HNS SPORTS GROUP, LLC
REF: L05000063277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(c), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: E05000157007
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
HNS SPORTS GROUP, LTD., a Florida limited partnership
with and into
HNS SPORTS GROUP, LLC, a Florida limited liability company

Pursuant to the provisions of Section 608.438 and 620.201, Florida Statutes, the undersigned business entities adopt the following Articles of Merger for the purpose of merging HNS SPORTS GROUP, LTD., a Florida limited partnership ("Group") with and into HNS SPORTS GROUP, LLC, a Florida limited liability company ("Company").

1. The Agreement and Plan of Merger, dated as of June 27, 2005, a copy of which is attached hereto as Exhibit "A" (the "Merger Agreement") was unanimously approved by Manager and Members of Company, by written consent, dated June 27, 2005.

2. The Merger Agreement was unanimously approved by the sole General Partner and all of the limited partners of Group, by written consent on the 27 day of June, 2005.

3. The Effective Date of the merger pursuant to the Merger Agreement shall be the date these Articles are filed with the Florida Department of State.

4. Company shall be the surviving entity.

5. Upon the Effective Date, the two percent (2%) partnership interest held by the General Partner of Group shall be converted and exchanged for a two percent (2%) ownership interest in Company; and the partnership interest of each of the limited partners of Group shall be exchanged and converted to a forty nine percent (49%) ownership interest in Company.

Dated: June 27, 2005

HNS SPORTS GROUP, LTD., a Florida
limited partnership

By: HNS Sports Group, Inc., a Florida
corporation, sole General
Partner

By: Dan Sullivan
Dan Sullivan, President

HNS SPORTS GROUP, LLC,
a Florida limited liability
company

By: HNS Sports Group, Inc.,
a Florida corporation,
Sole Manager

By: Dan Sullivan
Dan Sullivan, President

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AGREEMENT AND PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

27 This Agreement and Plan of Merger (the "Merger Agreement"), dated this day of June, 2005, pursuant to the provisions of Section 620.201 and Section 608.438, Florida Statutes, between HNS SPORTS GROUP, LTD., a Florida limited partnership ("Group") and HNS SPORTS GROUP, LLC, a Florida limited liability company ("Company");

WITNESSETH:

WHEREAS, the Group and Company desire to merge Group with and into Company, with Company to be the surviving entity; and

WHEREAS, the Certificate of Limited Partnership of Group was filed with the Florida Department of State on September 29, 1997 under file number A97000002114 under the provisions of Chapter 620 of the Florida Statutes; and

WHEREAS, the Articles of Organization of Company were filed with the Florida Department of State on June 24, 2005, under file number L05-000063277, under the provisions of Chapter 608 of the Florida Statutes; and

WHEREAS, the General Partner of Group and the Manager of Company, having deemed the merger desirable and in the best interests of Company and Group; have adopted resolutions of even date herewith authorizing the execution of this Merger Agreement and directing the authorized representatives take such steps as required to effectuate the merger; and

WHEREAS, the General Partner of Group has recommended to the limited partners that the merger be approved and the limited partners, by unanimous written consent, approved and ratified the merger; and

WHEREAS, the Manager of Company has recommended to its Members that the merger be approved and the Members, by written consent, approved and ratified the merger;

NOW, THEREFORE, Group and Company, in consideration of the mutual covenants, agreements and provisions hereinafter set forth, do hereby subscribe and consent to the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. On the Effective Date, Group shall be merged with and into Company and the separate existence of Group shall cease and Company shall be the surviving entity.

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EXHIBIT - A -

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2. The Articles of Organization for Company shall continue in full force and effect as the Articles of Organization of the entity surviving this merger (the "Surviving Articles");

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. Upon consummation of the merger, the two percent (2%) partnership interest held by the General Partner of Group shall be converted and exchanged for a two percent (2%) ownership interest in Company; and the partnership interests of each of the limited partners of Group shall be converted and exchanged for a forty-nine percent (49%) ownership interest in Company.

4. The Manager of Company on the Effective Date, HNS SPORTS GROUP, INC., a Florida corporation, 11780 U.S. #1, Suite 500, North Palm Beach, FL 33408, shall remain the Manager until removed or replaced by the Members in accordance with the Operating Agreement for Company.

5. Upon the Effective Date, all property, rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and other property of every kind and description of Group shall be transferred to and vested in the Company without further deed or act and shall be the property of Company. Group agrees as and when requested by Company to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further actions as Company may deem necessary or desirable in order to vest in and confirm to Company title to and possession of any property of Group acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of Company are fully authorized in the name of Group or otherwise to take any and all such actions.

6. Upon the Effective Date, all liabilities, obligations and penalties of Group shall be assumed by Company. No liability or obligation of, due or to become due, or claim or demand for any cause existing against, Group or any general or limited partnership thereof shall be released or impaired by virtue of the merger.

7. Anything herein or elsewhere to the contrary notwithstanding, this Merger Agreement may be amended, terminated or abandoned by the General Partner of Group or the Manager of Company at any time prior to the date of filing of the Articles of Merger with the Florida Department of State.

8. The Effective Date of the merger shall be upon the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties to this Merger Agreement, pursuant to the approval and authority duly given by duly adopted resolutions have caused these presents to be executed by the authorized signatory of each party hereto:

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Witnesses:

HNS SPORTS GROUP, LTD.
a Florida limited partnership

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: HNS Sports Group, Inc.,
a Florida corporation, as
General Partner

By: D. Sullivan
Dan Sullivan, President

[Signature]
Sign Name
John D. Sullivan
Print Name
Keely McBride
Sign Name
Keely McBride
Print Name

HNS SPORTS GROUP,
LLC, a Florida limited liability company

By: HNS Sports Group, Inc.,
a Florida corporation, as
Manager

By: D. Sullivan
Dan Sullivan, President

[Signature]
Sign Name
John D. Sullivan
Print Name
Keely McBride
Sign Name
Keely McBride
Print Name

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