



W05000111379

Florida Department of State  
Division of Corporations  
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M. HODGES

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**MERGER OR SHARE EXCHANGE**

AM BROADBAND, LLC

Certificate of Status	0
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80.00

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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.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. AM BROADBAND, LLC	FL	LLC
5056 N. HIATUS ROAD		
SUNRISE, FL 33351		

Florida Document/Registration Number: L05000111379 FEI Number: \_\_\_\_\_

2. AM BROADBAND, LLC	CT	LLC
80 VANDERBILT AVE WEST		
HARTFORD, CT 06110		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 200177107

3. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AM BROADBAND, LLC	FL	LLC
5066 N. HIATUS ROAD		
SUNRISE, FL 33351		

Florida Document/Registration Number: L05000111379

FBI Number: 200177107

**THIRD:** 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.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

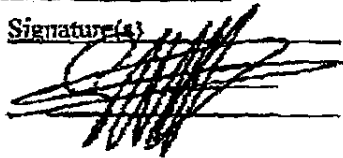
*(Note: Please see instructions for required signatures.)*

Name of Entity

Signature(s)

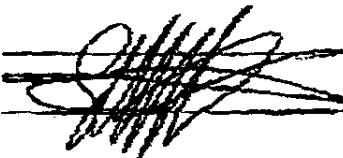
Typed or Printed Name of Individual

AM BROADBAND, LLC



STEVEN NICKEL, AUTHORIZED  
REPRESENTATIVE OF MEMBERS

AM BROADBAND, LLC



STEVEN NICKEL, AUTHORIZED  
REPRESENTATIVE OF MEMBERS

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

Merger between AM BROADBAND, I.L.C., a Florida Limited Liability Company, (the "Surviving Company.") and AM BROADBAND, I.L.C., a Connecticut Limited Liability Company, (the "Disappearing Company") (collectively the "Constituent Companies"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §608.4381, Florida Statutes of the Florida Limited Liability Company Act (the "Act").

1. Articles of Organization. The Articles of Organization of Surviving Company in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent Companies. On the Effective Date, each share of Disappearing Company's membership interests that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for one (1) share of membership interest of the "Surviving Company's share in accordance with this Plan. Each share of Surviving Company's membership interest that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Company's membership interests.

3. Satisfaction of Rights of Disappearing Company's Members. All shares of Surviving Company's membership interest into which shares of Disappearing Company's membership interest shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Company, shall cease, and Surviving Company shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Company or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective Managers to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Company to the Florida Secretary of State. In accordance with

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§608.4382(1)(c) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date that the Articles of Merger are filed.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the Companies of which are, entitled to the benefit thereof by action taken by the Members of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §§608.438 - 608.4384 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Members of both Constituent Companies, notwithstanding favorable action by the Members of the respective Constituent Companies.

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**PLAN OF MERGER**

Merger between AM BROADBAND, LLC, a Florida Limited Liability Company, (the "Surviving Company.") and AM BROADBAND, LLC, a Connecticut Limited Liability Company, (the "Disappearing Company") (collectively the "Constituent Companies"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §608.4381, Florida Statutes of the Florida Limited Liability Company Act (the "Act").

1. Articles of Organization. The Articles of Organization of Surviving Company in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent Companies. On the Effective Date, each share of Disappearing Company's membership interests that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for one (1) share of membership interest of the "Surviving Company's share in accordance with this Plan. Each share of Surviving Company's membership interest that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Company's membership interests.

3. Satisfaction of Rights of Disappearing Company's Members. All shares of Surviving Company's membership interest into which shares of Disappearing Company's membership interest shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Company, shall cease, and Surviving Company shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Company or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective Managers to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Company to the Florida Secretary of State. In accordance with

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§608.4382(1)(f) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date that the Articles of Merger are filed.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the Companies of which are, entitled to the benefit thereof by action taken by the Members of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §§608.438 - 608.4384 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Members of both Constituent Companies, notwithstanding favorable action by the Members of the respective Constituent Companies.

9. Managing Members. The names and addresses of the Managing Members of the Surviving Company are as follows:

Clifford Sylvester - 5066 N. Hiatus Road, Sunrise, FL 33351  
David Sylvester - 5066 N. Hiatus Road, Sunrise, FL 33351  
Clifford Sylvester - 5066 N. Hiatus Road, Sunrise, FL 33351  
Edward Reynolds - 5066 N. Hiatus Road, Sunrise, FL 33351  
Steven Nickel - 5066 N. Hiatus Road, Sunrise, FL 33351  
Scott Lockhead - 5066 N. Hiatus Road, Sunrise, FL 33351

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