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**MERGER OR SHARE EXCHANGE**

**Zumba Fitness, LLC**

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**EXAMINER**



# Kluger Peretz Kaplan & Berlin

March 5, 2009

## FAX COVER SHEET

To: Florida Department of State

From: Mirna Hormechea

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### Message:

Please find attached for filing the Articles of Merger of Zumba Fitness, LLC.

Do not hesitate to contact me with any concerns regarding the attached documents.

Thank you.

Mirna Hormechea  
Paralegal

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**ARTICLES OF MERGER  
OF  
ZETA DIRECT, INC.**

The following Articles of Merger are submitted to merge **ZETA DIRECT, INC.**, a Florida corporation (the "Merging Party") with and **ZUMBA FITNESS, LLC**, a Florida limited liability company (the "Surviving Party"), in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, entity type and jurisdiction of the Merging Party is:

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>
ZETA DIRECT, INC.	Corporation	Florida

**SECOND:** The exact name, entity type and jurisdiction of the Surviving Party is:

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>
ZUMBA FITNESS, LLC	Limited Liability Company	Florida

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by the Merging Party and the Surviving Party in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of the Merging Party or the Articles of Organization of the Surviving Party.

**FIFTH:** The merger shall become effective as of the date of the filing of the Articles of Merger by the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida, the applicable jurisdiction for all parties involved in the merger.

**SEVENTH:** The managers of the Surviving Party shall be Alberto Pearlman, Alberto Aghion and Alberto Perez (each a "Manager").

**EIGHTH:** Any Manager is authorized to execute, deliver and file the Articles of Organization and Plan of Merger on behalf of the Surviving Party.


*[EXECUTIONS APPEAR ON FOLLOWING PAGE]*

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**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Merger on this 3<sup>rd</sup> day of March, 2009.

**ZETA DIRECT, INC., a Florida corporation**

By:   
Name: Alberto Perelman  
Title: CEO

**ZUMBA FITNESS, LLC, a Florida limited liability company**

By:   
Alberto Aghion, Manager

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**PLAN OF MERGER**

This Plan of Merger dated as of March 3, 2009, by and between ZETA DIRECT, INC., a Florida corporation (the "Merging Party") and ZUMBA FITNESS, LLC, a Florida limited liability company (the "Surviving Party"), was adopted and approved by the Merging Party and the Surviving Party and is being submitted in accordance with the applicable provisions of Sections 607.1108 and 608.438, Florida Statutes and the respective governing documents of the Merging Party and the Surviving Party.

**ARTICLE I**

The exact name, jurisdiction and entity type of the Merging Party is:

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>
ZETA DIRECT, INC.	Corporation	Florida

**ARTICLE II**

The exact name, entity type and jurisdiction of the Surviving Party is:

<u>Name</u>	<u>Type</u>	<u>Jurisdiction</u>
ZUMBA FITNESS, LLC	Limited Liability Company	Florida

**ARTICLE III**

The terms and conditions of the merger are as follows:

(1) The Merging Party shall merge with and into the Surviving Party, which shall survive as a limited liability company in accordance with its Articles of Organization and the laws of the State of Florida. Upon effectiveness of the merger, the separate existence of the Merging Party shall cease, except to the extent provided by the laws of the State of Florida after its merger into another entity.

(2) Upon effectiveness of the merger, the Surviving Party shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, both of a public and of a private nature, of both of the merging parties; and all property (real, personal and mixed), and all debts due on whatever account, and all other choices of action, and all and every other interest of, or belonging to, or due to each of the merging parties, shall be taken and deemed to be vested in the Surviving Party without further act or deed; and the title to all real estate, or any interest therein, of either of the merging parties shall not revert or be in any way impaired by reason of the merger.

(3) Upon effectiveness of the merger, the Surviving Party shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the merging parties; and

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any claim existing or action or proceeding pending by or against either of the merging parties may be prosecuted to judgment as if the merger had not taken place, or the Surviving Party may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the merging parties shall be impaired by the merger;

(4) Upon effectiveness of the merger, each share of common stock of the Merging Party shall be converted into one unit of membership interest in the Surviving Party.

(5) The merger shall be effective upon filing of Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the merging parties have caused their corporate names to be affixed to this Plan of Merger by their respective duly authorized officer or member on the date first written above.

**ZETA DIRECT, INC., a Florida corporation**

By: 

Name: Alberto Perlman

Title: CEO

**ZUMBA FITNESS, LLC, a Florida limited liability company**

By: 

Name: Alberto Aguiar

Title: President

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