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TALLAHASSEE, FLORIDA

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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September 27, 2006

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

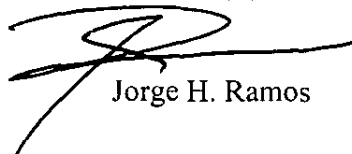
RE: Postmaster Video & Audio, LLC, a Florida Limited Liability Company – Merger

Dear Sir or Madam:

Enclosed please find the Certificate and Plan of Merger for the registered company together with our check in the sum of \$60.00, representing full payment of the filing fees.

If you have any questions, please do not hesitate to contact us.

Very truly yours,



Jorge H. Ramos

JHR/cg
Enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2006

ORSHAM LITHMAN SEIDEN RAMOS HATTON HUESMANN & FAJARDO,
150 ALHAMBRA CIRCLE
STE 1150
CORAL GABLES, FL 33134

SUBJECT: POSTMASTER VIDEO & AUDIO, LLC
Ref. Number: L06000091469

We have received your document for POSTMASTER VIDEO & AUDIO, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 906A00073035

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TALLAHASSEE, FLORIDA

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Acctg. purposes only

This instrument prepared by:
Jorge H. Ramos, P.A.
150 Alhambra Circle
Suite 1150
Coral Gables, Florida 33134

CERTIFICATE OF MERGER

Pursuant to Section 608.4382, Florida Statutes, the following Florida limited liability company (the "Company") and Florida corporation (the "Corporation"), more particularly described herein, hereby make, acknowledge and file this Plan of Merger (the "Plan") and the attached Articles of Organization, merging the Company and the Corporation, as follows:

1. The purpose of the business of the Merger is the consolidation and management of the business of the Company and of the Corporation.

2. The exact names and addresses of the principal office, jurisdiction and entity for each merging company are as follows:

a. Postmaster Video & Audio, LLC, a Florida limited liability company, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document registration number L06000091469 and having FEI number 20-5621259, a copy of the Articles of Organization is attached hereto as Exhibit "A".

b. Postmaster Video & Audio, INC., a Florida corporation, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document number P04000087516 and having FEI number 20-2266475, a copy of the Articles of Organization is attached hereto as Exhibit "B".

3. The name and address of the surviving company is :

Postmaster Video & Audio, LLC, a Florida limited liability company, located at 1500 S. Douglas Road, Suite 230, Coral Gables, Florida 33134. Registered with the Secretary of State of Florida under document registration number L06000091469 and having FEI number 20-5621259.

4. The merger was approved by the members of the Company and by the shareholders of the Corporation that are parties to this Article. The written approval of all the shareholders of the corporation who, as result of the merger, became members of the surviving company has been obtained pursuant to Section 608.4381 (2) Florida Statutes.

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5. The merger shall not affect any obligation of the members related to the limited liability company or the shareholders related to the corporation prior to the merger. Further, upon the date the effective date of the merger, 1 October 2006, all property of the merging company and corporation shall be vested in Postmaster Video & Audio, LLC, a Florida limited liability company.

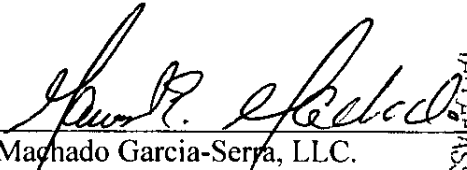
6. The merger of the companies shall be effective as of 1 October 2006, accounting and administrative purposes.

The undersigned affirm under penalty of perjury that the facts stated herein are true.

IN WITNESS HEREOF, the undersigned have hereunto affixed their signature to the foregoing as of 28 September 2006, in accordance with Section 608.439, Florida Statutes.

Postmaster Video & Audio, INC.
a Florida corporation

By:


Machado Garcia-Serra, LLC.
a Florida limited liability company, Shareholder
Manuel E. Machado, Managing Member

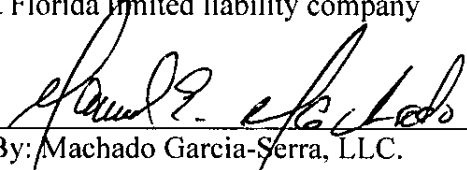
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Postmaster Video & Audio, LLC.
a Florida limited liability company

By:


Machado Garcia-Serra, LLC.
a Florida limited liability company, Member
Manuel E. Machado, Managing Member

POSTMASTER VIDEO & AUDIO, LLC. PLAN OF MERGER

This instrument prepared by:
Jorge H. Ramos, P.A.
150 Alhambra Circle
Suite 1150
Coral Gables, Florida 33134

PLAN OF MERGER

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