

L 070000041546

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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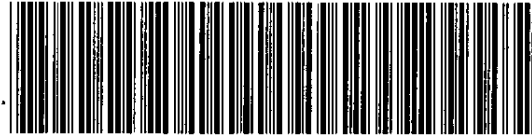
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON
NOV - 4 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Conectium Investments USA, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Arianna C. Arana, Esq.

(Contact Person)

Arianna C. Arana, P.A.

(Firm/Company)

710 Myrtlewood Lane

(Address)

Key Biscayne, FL 33149

(City, State and Zip Code)

For further information concerning this matter, please call:

Arianna C. Arana at (305) 608-6572

(Name of Contact Person)

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
08 NOV -3 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2008

ARIANNA C ARANA PA
710 MYRTLEWOOD LN
KEY BISCAYNE, FL 33149

SUBJECT: CONECTIUM INVESTMENTS USA, LLC
Ref. Number: L07000041546

We have received your document for CONECTIUM INVESTMENTS USA, LLC and check(s) totaling \$55.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II

Letter Number: 908A00054642

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Conectium Investments USA, LLC	Florida	L07000041546 Limited Liability Company
Telemedia Development, LLC	California	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Conectium Investments USA, LLC	Florida	L07000041546 Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

_____.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

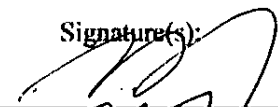
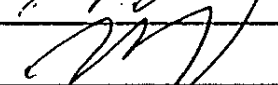
Street address: _____

Mailing address: _____

3

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Conectium Investments USA, LLC		Alfonso Riveroll-Pietri
Telemedia Development, LLC		Alfonso Riveroll-Pietri
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of May 15, 2007, between **Conectium Investments USA, LLC**, a Florida limited liability company (hereinafter defined as the "Company") and **Telemedia Development, LLC**, a California limited liability company (hereinafter defined as the "Merging Company").

RECITALS

The member of the Merging Company and the Company have determined that it is advisable and in the best interests of each such limited liability company and their member that the Merging Company be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I **The Merger**

At the Effective Time (as defined in Article V hereof), the Merging Company shall be merged with and into the Company in accordance with the Florida Limited Liability Company Act, and the separate existence of the Merging Company shall cease, and the Company shall thereafter continue as the surviving company (the "Surviving Company") under the laws of the State of Florida.

ARTICLE II **The Surviving Company**

A. At the Effective Time, the Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company.

B. At the Effective Time, the Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Company.

C. At the Effective Time, the managers of the Company shall be the managers of the Surviving Company until their successors are elected and have qualified.

ARTICLE III **Manner and Basis of Converting Membership Interests**

A. At the Effective Time, each membership interest of the Merging Company shall,

by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

B. At the Effective Time, each right to acquire membership interests of the Merging Company, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

D. At the Effective Time, each membership interest in the Company issued immediately prior to the Effective Time, shall be the only outstanding membership interests of the Surviving Company immediately following the Effective Time.

ARTICLE IV **Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Company and the Company shall vest in the Surviving Company, and all liabilities and obligations of the Merging Company and the Company shall become liabilities and obligations of the Surviving Company.

ARTICLE V **Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

[END OF DOCUMENT]

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TALLAHASSEE, FLORIDA