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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

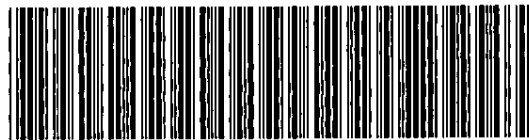
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EXAMINER



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CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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CONTACT: KATIE WONSCH

DATE: 12/30/2011

REF. #: 001495.159555

CORP. NAME: CONTENT CHOPPER, LLC (FL) into CHOOSE DIGITAL INC. (DE)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 542864 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF MERGER
BETWEEN
CONTENT CHOPPER, LLC
(a Florida limited liability company)

AND

CHOOSE DIGITAL INC.
(a Delaware corporation)

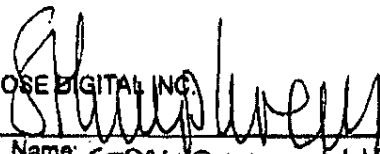
December 29, 2011

The following certificate of merger is submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

- FIRST: The name and jurisdiction of the merging entity is Content Chopper, LLC, a Florida limited liability company (the "Merged Company").
- SECOND: The name and jurisdiction of the surviving entity is Choose Digital, Inc., a Delaware corporation (the "Surviving Corporation").
- THIRD: The Agreement and Plan of Merger Attached hereto as Exhibit A (the "Plan of Merger") was approved by the Merged Company in accordance with the applicable provisions of Section 608 of the Act. The exhibits referenced in the Plan of Merger are not part of the plan of merger required under the Act and have not been included.
- FOURTH: The Plan of Merger approved by the Surviving Corporation in accordance with the applicable laws of Delaware by the Board of Directors on December 29, 2011. Shareholder approval was not required.
- FIFTH: The merger of the Merged Company into the Surviving Corporation shall become effective at 5:00 p.m., New York time, on December 30, 2011.
- SIXTH: The Surviving Corporation's principal address in the state of Delaware is c/o United Corporate Services, Inc., 874 Walker Road, Suite C, City of Dover, County of Kent, Delaware, 19904.
- SEVENTH: The Surviving Corporation agrees to pay to any members of the Merged Corporation with appraisal rights the amount which such members are entitled under Sections 608.4351-608.43595 of the Act.
- EIGHTH: The Surviving Corporation's principal address in the state of Delaware is c/o United Corporate Services, Inc., 874 Walker Road, Suite C, City of Dover, County of Kent, Delaware, 19904. The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Merged Company, including any appraisal rights of its members pursuant to Sections 608.4351-608.43595 of the Act.

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first set forth above.

CHOOSE DIGITAL INC.
By: 
Name: STEPHEN HUMPHREYS
Title: CEO

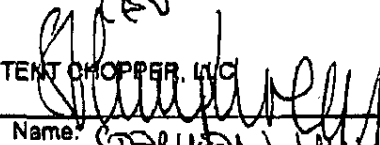
CONTENT CHOPPER, LLC
By: 
Name: STEPHEN HUMPHREYS
Title: CEO

EXHIBIT A

20418.300

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated this 24th day of December, 2011, between Choose Digital Inc., a Delaware corporation (the "Surviving Corporation"), and Content Chopper, LLC, a Florida limited liability company (the "Merged Company" and together with the Surviving Corporation, the "Constituent Entities").

WHEREAS, each of the Board of Directors of the Surviving Corporation and the Managing Member and Members of the Merged Company have resolved that the Merged Company shall be merged with and into the Surviving Corporation and that the Surviving Corporation shall be the surviving corporation (the "Merger") pursuant to Section 284 of the Delaware General Corporation Law and Section 608.438 of the Florida Limited Liability Company Act.

NOW THEREFORE, the Constituent Entities, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the Merger into effect as follows:

1. The Merger. On the Effective Time (as hereinafter defined), the Merged Company shall be merged with and into the Surviving Corporation, which shall be the surviving corporation.
2. Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Surviving Corporation in the form attached hereto as Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation as of the Effective Time.
3. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action of the part of the Constituent Entities or the holders of any of the following securities:
 - a. The Units of Membership Interest of the Merged Company.
 - i. Each Common Unit of the Merged Company ("Merged Company Common Units"), that is issued and outstanding on the Effective Time shall be converted into and become 1,000 shares of common stock, \$0.01 par value, of the Surviving Corporation ("Surviving Corporation Common Stock");
 - ii. Each Preferred Unit of the Merged Company ("Merged Company Preferred Units"), that is issued and outstanding on the Effective Time shall be converted into and become 1,000 shares of Series A Preferred Stock, \$0.01 par value, of the Surviving Corporation ("Surviving Corporation Preferred Stock"); and
 - iii. Each option to purchase any Merged Company Common Units that is outstanding on the Effective Time shall be converted into an option on the same terms and conditions to purchase Surviving Corporation Common Stock and shall continue to be subject to the terms of the option plans being assumed.

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- b. Cancellation of Merged Company Common Units. Each Merged Company Common Unit that was issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and no other consideration shall be delivered or deliverable in exchange therefor.
- c. Cancellation of Merged Company Preferred Units. Each Merged Company Preferred Unit that was issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and no other consideration shall be delivered or deliverable in exchange therefor.
- d. Certificates. Each certificate evidencing any Merged Company Common Units or Merged Company Preferred Units shall, as of the Effective Time, evidence that number of shares of Surviving Corporation Common Stock or Surviving Corporation Preferred Stock as such units were converted into pursuant to Section 3(a)(i) and (ii) above, until such time as the Surviving Corporation issues new certificates evidencing Surviving Corporation Common Stock or Surviving Corporation Preferred Stock in exchange for such Merged Company certificates.

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4. Additional Terms and Conditions of the Merger. Additional terms and conditions of the Merger are as follows:

- a. Bylaws. The bylaws of the Surviving Corporation as they shall exist on the Effective Time shall be and remain the bylaws of the Surviving Corporation after the Effective Time until the bylaws may duly be altered, amended or repealed.
- b. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Time shall continue in office after the Effective Time until their successors shall have been elected and qualified.
- c. The Effective Time. The Merger shall become effective at 5:00 p.m. (New York time) on December 30, 2011 (the "Effective Time").
- d. Shareholders' Agreement. Promptly following the Effective Time, the Surviving Corporation shall endeavor to enter into a shareholders' agreement with the shareholders of the Surviving Corporation (the "Shareholders' Agreement") on substantially the same terms and conditions as the material and applicable terms of the Merged Company's limited liability company operating agreement in effect immediately prior to the Effective Time (the "Operating Agreement"). Notwithstanding anything to the contrary herein, until such time as the Shareholders' Agreement is entered into, Sections 9, 10, 11, 13, 16, 17, 19, 21, 24, 26, 27 and 30, and paragraph 10 of Section 15, of the Operating Agreement shall remain in full force and effect and shall be construed to apply to the Surviving Corporation and its shareholders (and to the Surviving Corporation's Common Stock and Preferred Stock) (except where any such provision is covered in the Surviving Corporation's Amended and Restated Certificate of Incorporation) in substantially the same manner as it would have applied to the Merged Company and its members (and to the Merged Company's Common Units and Preferred Units), immediately prior to the Effective Time.


5. Effect of the Merger. The separate limited liability company existence of the Merged Company shall cease on the Effective Time. Upon the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Company shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Company shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Company, respectively. The Merged Company hereby agrees, from time to time as and when requested by the Surviving Corporation or by its successors or assigns, 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 or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Company 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 purposes hereof, and the proper officers and directors of the Merged Company and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Company or otherwise to take any and all such action.


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[Signature page follows]

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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions duly adopted have executed this Agreement and Plan of Merger as of the date first written above.

CONTENT CHOPPER LLC
By: 
Name: STEPHEN HUMPHREYS
Title: CEO

CHOOSE DIGITAL INC
By: 
Name: STEPHEN HUMPHREYS
Title: CEO