

Division of Corporations

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MERGER OR SHARE EXCHANGE**KRE8 Media, LLC**

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DATE: July 23, 2012

TO: Florida Department of State/Division of Corporations

ATTENTION: Buck

FAX NUMBER: 850-245-6030

FROM: Ben Warren, Paralegal

REGARDING: KRE8 Media, LLC

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**ARTICLES OF MERGER OF
KRE8 MEDIA, INC.
WITH AND INTO
KRE8 MEDIA, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of KRE8 MEDIA, INC., a Florida corporation (the "Corporation"), document number P02000075719, with and into KRE8 MEDIA, INC, a Florida limited liability company (the "LLC"), established as a corporation for federal tax purposes, with the LLC being the surviving entity, is attached as "**Exhibit "A"**".

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the (i) Corporation in accordance with Section 607.1108(5), Florida Statutes, by written consent of the sole director and written consent of the shareholders, dated July 18, 2012 and (ii) the LLC in accordance with Section 608.4381, Florida Statutes, by written consent of the members dated July 19, 2012. The members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consent dated as of July 19, 2012.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 19th day of July, 2012.

KRE8 MEDIA, INC.

By: T. Lee Cutler

T. LEE CUTLER, President

KRE8 MEDIA, LLC

By: T. Lee Cutler

T. LEE CUTLER, Managing Member

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EXHIBIT "A"**PLAN OF MERGER OF
KRE8 MEDIA, INC.
WITH AND INTO
KRE8 MEDIA, LLC**

1. KRE8 MEDIA, INC., a Florida corporation (the "Corporation"), shall merge with and into KRE8 MEDIA, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity.

2. Upon the consummation of the merger of the Corporation with and into the LLC, the separate existence of the Corporation shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Corporation, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Corporation, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Corporation, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Corporation, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against the Corporation or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for the Corporation.

3. At the time of the merger, the Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Corporation or in the LLC.

4. The Corporation has no plan or intention to reacquire or redeem its outstanding and issued shares.

5. The LLC has no plan or intention to reacquire or redeem any of its membership interests issued in the merger. The LLC will issue no LLC membership interests in connection with the merger except in exchange for the Corporation shares. The LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Corporation.

6. The manner and basis of converting the shares of the Corporation into membership units of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

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b. The shareholders of the Corporation will receive no consideration other than LLC units for their shares.

c. At the effective date of the merger, each share of common stock of the Corporation issued and outstanding shall be converted into 10 voting membership units of the LLC. The total consideration that the shareholders of the Corporation shall receive for the 1,000 shares of outstanding common stock of the Corporation shall be 10,000 voting membership units which shall constitute one hundred percent (100%) of the membership interest in the LLC.

7. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

8. The Managing Member of the LLC in office at the time of the merger shall remain unchanged as a result of the merger.

9. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Article of Organization of the LLC.

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