

03-31-15

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STATE OF FLORIDA  
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**MERGER OR SHARE EXCHANGE  
 OAKZ MEDIA, LLC**

Certificate of Status	0
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Page Count	06
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*LLC  
 Merger*

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*4/1/15*

**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**ZOKA MEDIA, LLC** L15-228  
(a Florida limited liability company)  
**INTO**  
**OAKZ MEDIA, LLC** L15-229  
(a Florida limited liability company)

FILED  
15 MAR 31 PM 3:28  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS  
TEXAS

Pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act ("FRLICA"), OAKZ Media, LLC, a Florida limited liability company ("Oakz Media"), and Zoka Media, LLC, a Florida limited liability company ("Zoka Media"), adopt the following Articles of Merger. The name of the surviving limited liability company, upon the Effective Date (as defined below), will be OAKZ MEDIA, LLC.

**ADOPTION OF PLAN**

Effective March 31, 2015, the members and manager of Holdco and the sole member of Zoka Media, respectively, approved and adopted the Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger satisfies all of the requirements of the FRLICA. The Plan of Merger has been approved by each domestic merging entity that is a limited liability company in accordance with the applicable provisions of the FRLICA. Oakz Media has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1.072 of the FRLICA.

**EFFECTIVE DATE**

The merger of Zoka Media with and into Oakz Media will become effective on March 31, 2015 (the "Effective Date").

**SURVIVING LIMITED LIABILITY COMPANY**

Zoka Media shall merge with and into Oakz Media with Oakz Media as the surviving limited liability company. There are no changes to the public organic record of Oakz Media.

[Signature page follows.]

IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

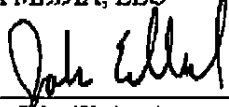
**OAKZ MEDIA:**

OAKZ MEDIA, LLC

By:   
Name: John Ehrhard  
Title: Manager

**ZOKA MEDIA:**

ZOKA MEDIA, LLC

By:   
Name: John Ehrhard  
Title: Member

03-31-15 12:34pm From-BAKER & HOSTETLER

407 841 0168

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**EXHIBIT A**

[Agreement and Plan of Merger]

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated as of March 31, 2015 by and between OAKZ Media, LLC, a Florida limited liability company ("Oakz Media"), and Zoka Media, LLC, a Florida limited liability company ("Zoka Media").

Pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act (the ("FRLCA"), the parties hereby agree that Zoka Media shall merge with and into Oakz Media (the "Merger") according to the terms set forth below:

FIRST: Oakz Media is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida.

SECOND: Zoka Media is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida.

THIRD: Kimberly Ehrhard and John Ehrhard are the members of Oakz Media and hold fifty-one percent (51%) and forty-nine percent (49%), respectively, of the membership interests of Oakz Media.

FOURTH: John Ehrhard is the sole member of Zoka Media.

FIFTH: The name of the surviving entity is OAKZ Media, LLC (as such, the "Surviving Entity"). The name of the disappearing limited liability company is Zoka Media, LLC (the "Disappearing Entity").

SIXTH: The Merger shall be effective as of March 31, 2015 under the applicable provisions of the FRLCA upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"). Upon the Merger, the limited liability existence of the Disappearing Entity with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the limited liability company identity and existence of the Disappearing Entity with all of its purposes, powers and objects, shall be merged with and into OAKZ Media, LLC, as the Surviving Entity. The separate existence and limited liability organization of the Disappearing Entity shall cease as of the Effective Date.

SEVENTH: As of the Effective Date, (A) the issued and outstanding membership interests of Zoka Media shall, by virtue of the Merger and without any action by the holders thereof, be cancelled and retired and no membership interests or other equity interests of the Surviving Entity, cash or other consideration shall be paid or delivered in exchange therefore; (B) the Surviving Entity shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, powers, franchises, and authority, of a public as well as of a private nature, of both the Surviving Entity and the Disappearing Entity; (C) obligations belonging to or due either of the Surviving Entity or Disappearing Entity shall be vested in the Surviving Entity without further act or deed, and the title to any real estate vested by deed or otherwise in any of such entities shall be vested in the Surviving Entity and shall not revert or be in any way impaired by reason of the Merger; (D) all rights of creditors and all liens upon any property of any of the parties to the Merger shall be preserved unimpaired, and a proceeding pending against either of them may be continued as if the Merger did not occur, or

the Surviving Entity may be substituted in the proceeding for the Disappearing Entity; and (E) all debts, liabilities, and duties of the respective parties to the Merger shall attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

EIGHTH: The parties to the Merger shall file all certificates, instruments, and documents and take such other actions as are necessary or appropriate to effectuate the Merger and all other transactions contemplated by this Agreement, including without limitation filing articles of merger, paying all filing fees, franchise taxes and conveyance fees, and obtaining all regulatory approvals.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

**OAKZ MEDIA:**

OAKZ MEDIA, LLC

By: 

Name: John Ehrhard

Title: Manager

**ZOKA MEDIA:**

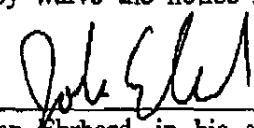
ZOKA MEDIA, LLC

By: 

Name: John Ehrhard

Title: Member

The undersigned, being the sole member of Zoka Media, LLC and all of the members and manager of Oakz Media, LLC hereby approve and adopt the foregoing Agreement and Plan of Merger effective as of the Effective Date and hereby waive the notice required by Section 605.1023 of the FRLCA.

  
John Ehrhard, in his capacity as the sole member of Zoka Media, a member of Oakz Media and the manager of Oakz Media

  
Kimberly Ehrhard, in her capacity as a member of Oakz Media