

L21000122164

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

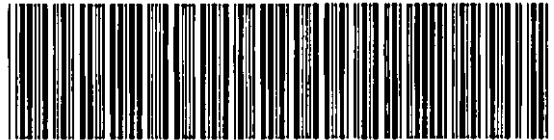
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APR 26 2021

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2021 APR 26 PM 6:10

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JUN 16 2021
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cinephonic Media LLC, a Florida limited liability company
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

James T. Murphy

Contact Person

Murphy & Ellis, PLLC

Firm/Company

121 W. Forsyth Street, Suite 800

Address

Jacksonville, Florida 32202

City, State and Zip Code

justincraig@me.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James T. Murphy

at (

904

342-6009

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

CLC 115.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
2021 APR 26 PM 6:10
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
Liability Company(ies) in ac

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

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

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Cinephonic Media LLC, a New York limited liability company

Justin Craig

Justin Craig

Cinephonic Media LLC, a Florida limited liability company

Justin Craig

Justin Craig

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 an authorized person

| | | | | |
|---------------------|-------------------------------------|---------|--|---------|
| <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 |

PLAN OF MERGER

The undersigned, being the sole member and manager of CINEPHONIC MEDIA LLC, a Florida limited liability company (the "Company"), hereby consents, pursuant to the adoption of the following plan of merger, as permitted by Sections 605.1021-605.1026 of the Florida Statutes.

WHEREAS. The sole member of Cinephonic Media LLC, a New York limited liability company and the sole member and manager of Cinephonic Media LLC, a Florida limited liability company wish to merge the entities into one entity, Cinephonic Media LLC, a Florida limited liability company.

WHEREAS. The interests and the rights to acquire interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities shall be converted from Cinephonic Media LLC, a New York limited liability company to Cinephonic Media LLC, a Florida limited liability company.

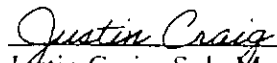
WHEREAS. Cinephonic Media LLC, a Florida limited liability company, the surviving entity, exists before the merger.

WHEREAS. This plan of merger is on file at the following place of business of the surviving foreign limited liability company:

593 Grand Parke Drive, St. Johns, Florida 32259

RESOLVED, that the plan of conversion is hereby adopted and approved by the board of directors and shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent effective as of March 15, 2020.


Justin Craig, Sole Member


Justin Craig, Manager