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FILED
2024 AUG 14 PM 12:04

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Life Media LLC

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

John Born

Contact Person

Life Media LLC

Firm/Company

1065 SW 8th St #1813

Address

Miami, FL 33130

City/State and Zip Code

lifemediabiz@gmail.com

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

For further information concerning this matter, please call:

John Born

Name of Contact Person

At ()

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

FILED
2024 AUG 14 PM 12:04
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
Life Media LLC	FL	LLC	

SECOND: The name and jurisdiction of each merging eligible entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
Life Media LLC	WV	LLC	

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor 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.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

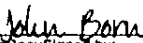
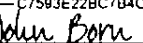
- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: 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:

August 15, 2024

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Life Media LLC (FL)	<div>DocuSigned by:  C7593E22BC7B4C7</div> 7/29/2024	John Born
Life Media LLC (WV)	<div>DocuSigned by:  C7593E22BC7B4C7</div> 7/29/2024	John Born

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted on July 29, 2024 by Life Media LLC (the "Merging Entity"), a West Virginia limited liability company, and Life Media LLC (the "Surviving Entity"), a Florida limited liability company.

1. Parties to the Merger:

- a. Life Media LLC, a West Virginia limited liability company
- b. Life Media LLC, a Florida limited liability company

2. Surviving Entity:

The Surviving Entity into which the Merging Entity will merge is Life Media LLC, a Florida limited liability company.

3. Type of Organization of the Surviving Entity:

The Surviving Entity will be a Florida limited liability company.

4. Terms and Conditions of the Merger:

- a. At the effective time of the merger, the Merging Entity shall merge with and into the Surviving Entity, with the Surviving Entity continuing as the surviving limited liability company.
- b. The articles of organization and operating agreement of the Surviving Entity shall be the articles of organization and operating agreement of Life Media LLC (Florida) in effect immediately prior to the effective time of the merger.

5. Conversion of Interests:

As this is a reincorporation merger with a single member, the sole member's 100% membership interest in the Merging Entity shall be converted into a 100% membership interest in the Surviving Entity. No other securities, eligible interests, obligations, rights to acquire shares or eligible interests, cash, or other property will be issued or paid as part of this merger.

6. Articles of Organization and Operating Agreement:

The articles of organization and operating agreement of the Surviving Entity will not be amended as part of this merger.

7. Principal Place of Business:

The street address of the Surviving Entity's principal place of business will be:

1065 SW 8th St #1813

Miami, FL 33130

United States

8. Approval Requirements:

This Plan of Merger shall be approved by the sole member of Life Media LLC (West Virginia) in accordance with West Virginia law and its operating agreement, and by the sole member of Life Media LLC (Florida) in accordance with Florida law and its operating agreement.

9. Amendment or Abandonment:

This Plan may be amended or abandoned at any time prior to the effective date of the merger, as provided in West Virginia Code §31B-9-904(d) and Florida Statutes §607.1101(6). Any amendment must be approved by the sole member of both the Merging Entity and the Surviving Entity.

10. Effective Date:

The merger shall be effective on August 15, 2024.

11. Real Property:

Neither the Merging Entity nor the Surviving Entity owns any real property. Therefore, no confirmatory deeds or other real property transfers are required as part of this merger.

12. S Corporation Status:

Both the Merging Entity and the Surviving Entity intend to maintain S corporation status for federal tax purposes. The necessary steps will be taken to ensure the continuation of this status for the Surviving Entity.

13. Transfer of Assets and Liabilities:

All assets, properties, rights, privileges, powers, franchises, liabilities, and duties of the Merging Entity shall be vested in and assumed by the Surviving Entity without further act or deed.

14. Additional Provisions:

a. The Surviving Entity will continue to use the same Employer Identification Number (EIN) as the Merging Entity.

b. All contracts, agreements, and business relationships of the Merging Entity will continue uninterrupted with the Surviving Entity.

c. This Plan of Merger is not made dependent on any facts objectively ascertainable outside of the Plan.

d. The Merging Entity and the Surviving Entity hereby confirm that neither entity owns any real property in West Virginia, Florida, or any other jurisdiction.

15. Compliance with Applicable Laws:

This Plan of Merger is intended to comply with all applicable provisions of Florida Statutes Chapter 607, including but not limited to §607.1101 and §607.1102, as well as applicable West Virginia statutes.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

Life Media LLC (West Virginia)

DocuSigned by:
By: John Born 7/29/2024
C7593E228C7B4C7
Name: John Born

Title: Sole Member

Life Media LLC (Florida)

DocuSigned by:
By: John Born 7/29/2024
C7593E228C7B4C7
Name: John Born

Title: Sole Member