

L99000002691

LAW OFFICE
RICHARD T. JONES, P.A.
912 N. E. 2ND STREET
GAINESVILLE, FLORIDA 32601
(352) 372-4263

RICHARD T. JONES
ELIZABETH F. HODGE
TED C. PROSSER, III

FAX
(352) 375-5365

May 6, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002867714--0
-05/07/99-01109-003
***140.00 ***140.00

To Whom It May Concern:

I have enclosed three (3) separate filings. Please file these materials in the following order:

First, please file the Amendment to the Articles of Incorporation of Whithill Cable Vision, Inc., Document Number P98000017840, changing its name to Palm Cay Cable Vision, Inc. Attached is a check for \$43.75 for the \$35.00 filing fee and \$8.75 for a certified copy.

Second, please file the Articles of Organization of Whithill Cable Vision, LLC with the attached Affidavit of Membership and Contribution and Designation of Registered Agent. Attached is a check for \$337.50 for the \$250.00 filing fee, the \$35.00 designation of registered agent fee, and \$52.50 for a certified copy.

Third, please file the Articles of Merger merging Palm Cay Cable Vision, Inc. into Whithill Cable Vision, LLC with the attached Plan of Merger. Attached is a check for \$140.00, \$52.50 for the LLC, \$35.00 for the corporation and \$52.50 for a certified copy.

If you have any questions regarding this filing, please call me.

Sincerely,

RICHARD T. JONES, P.A.

Ted C. Prosser, III

Ted C. Prosser, III

TCP/mag
Enclosures

L99-2691

Name	R. T. Jones
Availability	5-12
Date	5-12
Signature	<i>[Signature]</i>
Verity	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verity	<i>[Signature]</i>

ARTICLES OF MERGER

WHITHILL CABLE VISION, L.L.C. ("WHITHILL"), a Florida Limited Liability Company, presents to the Department of State these Articles of Merger and says:

A. The plan of merger is for PALM CAY CABLE VISION, INC. ("PALM CAY"), a Florida Corporation, to be merged into WHITHILL CABLE VISION, L.L.C., with WHITHILL assuming all of the assets and liabilities of PALM CAY. All principals of PALM CAY are the same as all of the principals of WHITHILL. PALM CAY will be dissolved after merger if necessary.

B. The attached plan of merger was unanimously approved by WHITHILL CABLE VISION, L.L.C. and PALM CAY CABLE VISION, INC. in accordance with the applicable provisions of Chapter 607 and Chapter 608, Florida Statutes.

C. The effective date of the merger will be on the date of filing of these Articles of Merger.

Signed this 6th day of May, 1999
098-17840

L99-2691

PALM CAY CABLE VISION, INC.

WHITHILL CABLE VISION, L.L.C.

By: [Signature]

JON M. KURTZ
President

By: [Signature]

KAY OSBORNE KURTZ,
Member

WITNESS:

[Signature]
Clyde S. Hodge

WITNESS:

[Signature]
Clyde S. Hodge

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY - 7 PM 5:00

FILED

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Merger were acknowledged before me this 6 day of May, 1999, by Jon M. Kurtz who is ☒ personally known or _____ produced _____ as identification.

(SEAL)

[Signature]
Marianne L. De Salvo
Notary Public, State of Florida

MARIANNE L. DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires - October 23, 2002
Commission No. CC 781768

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Merger were acknowledged before me this 6 day of May, 1999, by Kay Osborne Kurtz who is ☒ personally known or _____ produced _____ as identification.

(SEAL)

[Signature]
Marianne L. De Salvo
Notary Public, State of Florida

MARIANNE L. DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires - October 23, 2002
Commission No. CC 781768

PLAN OF MERGER

On this 6 day of May, 1999., WHITHILL CABLE VISION, L.L.C. ("WHITHILL") and PALM CAY CABLE VISION, INC. ("PALM CAY") agree to merge. The surviving entity will be WHITHILL CABLE VISION, L.L.C.

STIPULATIONS

A. WHITHILL CABLE VISION, L.L.C. is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1720 SW 55th Lane, Ocala, Florida 34474.

B. PALM CAY CABLE VISION, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1720 SW 55th Lane, Ocala, Florida 34474.

C. PALM CAY has an authorized capitalization of 500 shares of One Dollar (\$1.00) par value common stock, of which no shares are issued and outstanding.

D. The managers of WHITHILL and the Organizing Board of PALM CAY find it desirable and in the best interests of both that PALM CAY be merged into WHITHILL pursuant to the provisions of sections 607.1101 et seq. and sections 608.438 et seq. of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of section 368(a)(1)(A) of the Internal Revenue Code.

WHITHILL and PALM CAY agree that:

1 **Merger.** PALM CAY shall merge with and into WHITHILL, which shall be the surviving entity. If necessary, PALM CAY will be dissolved.

2 **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving entity shall succeed to all the obligations, rights, privileges, immunities, and franchises, and all the property of the absorbed corporation, without the necessity of any special transfer. The surviving entity shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3 **Share Conversion.** The ownership of WHITHILL is identical to the ownership of PALM CAY. Therefore, on the effective date of the merger, any beneficial interest in shares of PALM CAY shall be extinguished and the members of WHITHILL will be credited with additions to their contributions to capital equal to the value of PALM CAY, on the date of merger.

4 **Changes in Articles of Organization.** The Articles of Organization of the surviving limited liability company WHITHILL shall continue to be its Articles of Organization

CLERK OF STATE
TALLAHASSEE, FLORIDA
99 MAY -7 PM 5:00

FILED

following the effective date of this merger.

5 Management. The managers of WHITHILL on the effective date of the merger shall continue as the managers of the surviving limited liability company as of the effective date of the merger. The names and business addresses of the managers of WHITHILL are:

NAME:

ADDRESS:

Jon M. Kurtz

1720 S.W. 55th Lane, Ocala, Florida 34474

Kay Osborne Kurtz

1720 S.W. 55th Lane, Ocala, Florida 34474

6 Prohibited Transactions. Neither PALM CAY or WHITHILL shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that PALM CAY and WHITHILL may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7 Approval. This Plan of Merger has been approved by the organizers of PALM CAY and the members of WHITHILL in the manner provided by the applicable laws of the State of Florida at meetings held on May 6th, 1999.

8 Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

Executed on behalf of the parties this 6 day of May, 1999.

PALM CAY CABLE VISION, INC.

WHITHILL CABLE VISION, L.L.C.

By:


JON M. KURTZ
President

By:


KAY OSBORNE KURTZ
Member

FILED
99 MAY -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM CAY CABLE VISION, INC. a Florida Corporation

INTO

WHITHILL CABLE VISION, L.L.C., a Florida corporation, L99000002691

File date: May 7, 1999

Corporate Specialist: Tammi Cline