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MERGER OR SHARE EXCHANGE

CAPITAL FINANCIAL MEDIA LLC

99-5472

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FLORIDA DEPARTMENT OF STATE

Ken Deitzner
Secretary of State

January 17, 2003

HOLLAND & KNIGHT OF MIAMI

SUBJECT: CAPITAL FINANCIAL MEDIA LLC
REF: W03000001519

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Plan of Merger must include the Name and Address of the Managing Member of the Surviving entity.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H03000022660
Letter Number: 803A00002613

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPITAL FINANCIAL MEDIA LLC, a Maryland Limited Liability Company

into

CAPITAL FINANCIAL MEDIA LLC, a Florida entity L99000005472

File date: January 17, 2003 , effective January 20, 2003

Corporate Specialist: Michelle Hodges

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**ARTICLES OF MERGER
BETWEEN
CAPITAL FINANCIAL MEDIA LLC,
A FLORIDA LIMITED LIABILITY COMPANY
AND
CAPITAL FINANCIAL MEDIA, LLC,
A MARYLAND LIMITED LIABILITY COMPANY**

L99-5472

Pursuant to Section 608.4382 of the Florida Statutes and Section 4A-701 of the Maryland Statutes, Capital Financial Media LLC, a Florida limited liability company (the "Surviving Company"), and Capital Financial Media, LLC, a Maryland limited liability company (the "Merging Company"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Company into the Surviving Company (the "Merger"), which will be the surviving company in the Merger.

Accordingly, the Surviving Company and Merging Company adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of January 13, 2003, effecting the Merger of the Merging Company with and into the Surviving Company is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be at 12:01 a.m., on January 20, 2003.

ARTICLE III

The Plan of Merger was adopted by the Surviving Company by the written consent of its member as of January 13, 2003. The Plan of Merger was adopted by the Merging Company by the unanimous written consent of its member as of January 13, 2003.

ARTICLE IV

The address of the principal office of the Surviving Company is 245 Northeast 4th Avenue, Suite 102, Delray Beach, Florida 33483.

ARTICLE V

The address of the principal office of the Merging Company is 14 West Mount Vernon Place, Baltimore, Maryland 21201.

ARTICLE VI

The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any agreement of the Surviving Company or the Merging Company.

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ARTICLE VII

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

* * *

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IN WITNESS WHEREOF, the undersigned have executed this document on this th 13 day of January, 2003.

CAPITAL FINANCIAL MEDIA LLC
a Florida limited liability company

By: Brian Sodi

Name: Brian Sodi

Title: Managing Member

CAPITAL FINANCIAL MEDIA, LLC
a Maryland limited liability company

By: Brian Sodi

Name: Brian Sodi

Title: Managing Member

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
CAPITAL FINANCIAL MEDIA LLC
A FLORIDA LIMITED LIABILITY COMPANY
AND
CAPITAL FINANCIAL MEDIA, LLC
A MARYLAND LIMITED LIABILITY COMPANY**

PLAN OF MERGER adopted by Capital Financial Media LLC, a limited liability company organized under the laws of the State of Florida by the written consent of its member as of January 13, 2003, and adopted by Capital Financial Media, LLC, a limited liability company organized under the laws of the State of Maryland, by the written consent of its member as of January 13, 2003.

The names of the companies planning to merge are Capital Financial Media LLC, a limited liability company organized under the laws of the State of Florida ("CFM - Florida"), and Capital Financial Media, LLC, a limited liability company organized under the laws of the State of Maryland ("CFM - Maryland"). The name of the surviving company into which CFM - Maryland plans to merge is CFM - Florida.

1. CFM - Florida and CFM - Maryland shall, pursuant to the provisions of Section 608.438 and 608.4381 of the Florida Statutes and the provisions of the laws of the jurisdiction of organization of the merging company, be merged with and into a single company, to wit, CFM - Florida, which shall be the surviving company at the effective time and date of the merger and which shall continue to exist as the surviving company under its present name pursuant to the provisions of Section 608.438 of the Florida Statutes. The separate existence of CFM - Maryland shall cease at the effective time and date of the merger in accordance with the provisions of the laws of the jurisdiction of its organization. The effective date and time of the merger shall be at 12:01 a.m., on January 20, 2003.

2. The Articles of Organization of the surviving company shall be the Articles of Organization of CFM - Florida and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

3. The present Operating Agreement of CFM - Florida will be the Operating Agreement of the surviving company and shall continue in full force and effect until changed, altered, or amended as provided in such Operating Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

4. The managing member of CFM - Florida, Brian Sodi, at the effective time and date of the merger shall be the managing member of the surviving company. The address of the managing member of the surviving company shall be 245 Northeast 4th Avenue, Suite 102, Delray Beach, Florida 33483.

5. Each issued membership interest of the merging company immediately before the effective time and date of the merger shall be converted into and exchanged for a newly issued equal number of membership interests of the surviving company. The issued membership interests of CFM - Florida immediately before the effective time and date of the merger shall be canceled and converted into the right to receive an equal number of validly issued membership interests of the surviving company.

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6. The Plan of Merger herein made and approved shall be submitted to the managing member of the merging company and to the managing member of the surviving company for their approval or rejection in the manner prescribed by the provisions of Section 608.4381 of the Florida Statutes and by the provisions of the laws of the jurisdiction of organization of the merging company.

7. In the event that the Plan of Merger shall have been approved by the managing member of the merging company in the manner prescribed by the laws of the jurisdiction of its organization and by the managing member of the surviving company in the manner prescribed by the provisions of Section 608.4381(1) of the Florida Statutes, the merging company and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The managing member of the merging company and the managing member of the surviving company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

* * *

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Executed on January ¹³13, 2003.

CAPITAL FINANCIAL MEDIA LLC,
a Florida limited liability company

By: Brian Scott

Name: Brian Scott

Title: Managing Member

CAPITAL FINANCIAL MEDIA, LLC,
a Maryland limited liability company

By: Brian Scott

Name: Brian Scott

Title: Managing Member

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