



Information & Entertainment
Television

P01000039204

April 5, 2002

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Please file the Agreement and Plan of Merger, The Articles of Merger, and the Shareholders Resolution for CityView TV, Inc., a Florida Corporation.

The enclosed check in the amount of \$78.75 included \$8.75 for a certified copy.

Sincerely,

Jeanette Nohe
CityView TV, Inc.

900005206209--9
-04/09/02--01003--001
*****78.75 *****78.75
200005206209--2
-04/09/02--01003--001
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FILED
02 APR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000039204
11/28 Mergers
4-9-02
*Outlook

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITY VIEW TV, INC., a Florida entity, #P01000039204.

INTO

GLOBAL BROADCAST GROUP, INC., a Delaware entity not qualified in
Florida

File date: April 9, 2002

Corporate Specialist: Carol Mustain

[Submit to the Secretary of State one (1)
executed original of the Certificate.]

[A signature should be in black, but may be
an original signature, or a facsimile,
conformed, or electronically transmitted
signature.]

AGREEMENT AND PLAN OF MERGER

OF

CITY VIEW TV, INC.
(a Florida corporation)

AND

GLOBAL BROADCAST GROUP, INC.
(formerly known as Galli Process, Inc.)
(a Delaware corporation)

FILED
02 APR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreement and Plan of Merger entered into effective March 1, 2002 by and among, City View TV, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 1, 2002 by Global Broadcast Group, Inc. (formerly known as Galli Process, Inc.), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS City View TV, Inc. is a business corporation of the State of Florida with its principal office therein located at 5770 Roosevelt Boulevard, Suite 510, Clearwater, Florida, 33760.

WHEREAS the total number of shares of stock which City View TV, Inc. has authority to issue is 10,000,000 (as amended), all of which are of one class and of a par value of \$.001 each; and

WHEREAS Global Broadcast Group, Inc. (formerly known as Galli Process, Inc.) is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of Newcastle, Delaware; and

WHEREAS the total number of shares of stock which Global Broadcast Group, Inc. (formerly known as Galli Process, Inc.) has authority to issue is 50,000,000, all of which are of one class and, of a par value of \$.001 each; and

WHEREAS the Florida law permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the Delaware General Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS City View TV, Inc. and Global Broadcast Group, Inc. (formerly known as Galli Process, Inc.) and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge City View TV, Inc. with and into Global Broadcast Group, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by City View TV, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Global Broadcast Group, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. City View TV, Inc. and Global Broadcast Group, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, Global Broadcast Group, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of City View TV, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Attached hereto and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said Surviving Corporation until further amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each three (3) issued and outstanding shares of the Terminating Corporation, at the effective time of the merger, shall be converted into one share[s] of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. The resulting shares of each of the Terminating Corporation and Surviving Corporation shall be as set forth on Schedule "A".

6. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger herein provided for.

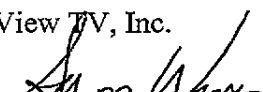
IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed effective on this 1st day of March, 2002.

Global Broadcast Group, Inc.
(formerly known as Galli Process, Inc.)

By: 
Name: Ed BERKHOF
Title of Authorized Officer Pres

City View TV, Inc.

By: 
Name: SAM WINER
Title of Authorized Officer Pres

SCHEDULE A

**CITYVIEW TV SHAREHOLDERS ALLOCATION
OF GBG SHARES**

Attached

				GBG Shares to be issued	City View Shares to be retired	
Sam Winer				1,275,000	3,825,000	
Ed Berkhof				201,584	604,752	
Leo Plasman				1,823,416	5,470,248	
OTHERS BELOW				928,500	2,785,500	
Danny Haan				125,000	375,000	
Total	0	0		4,353,500	13,060,500	
First Name	Last Name		Shares	City/View Shares	Social/Tax ID	
C.P.	Breg		22,500	67,500	112112821	
	Breg		30,000	90,000		
M.M.M	Aker		15,000	45,000	30222072	
	Aker		30,000	90,000		
Mr. S.	Stellenpool		7,500	22,500	187967453	
William	Cooper		7,500	22,500	402-30-5349	
Marco	Pavesi		30,000	90,000	016-36-0367	
Andreas	Swiebel		30,000	90,000		
M.E.J.	Vermaat		45,000	135,000		
H.J.	Smit		30,000	90,000		
Eric	Lotterjonk		30,000	90,000		
Wim	van der Sanden		150,000	450,000		
Sjef	Matthijssen		150,000	450,000		
Peter	Bergman		225,000	675,000		
Gerard	Mecking		30,000	90,000		
J. E.	Brouwer-Blom		30,000	90,000		
	Bruis		15,000	45,000		
Bert	Krooswijk		45,000	135,000		
M.J.Th.	Diederiks-Hiemstra		6,000	18,000		
			928,500	2,785,500		

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. City View TV, Inc. 5770 Rosevent Blvd. Suite 510 Clearwater, FL 33760	Florida	Corporation (for profit)

Florida Document/Registration No. P01000039204

FEI Number: 59-3714121

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Global Broadcast Group, Inc. <u>Registered Office:</u> c/o The Company Corporation 2711 Centeville Road, Suite 400 Wilmington, Delaware	Delaware	Corporation

Principal Offices:

5770 Roosevelt Blvd., Suite 510
Clearwater, FL 33760

Delaware Document/Registration, No. 001546742-33080701

FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or

rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

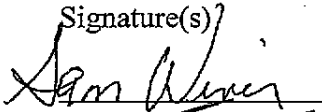
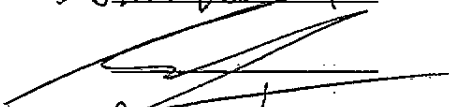
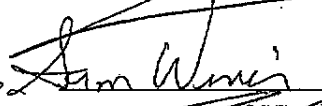

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

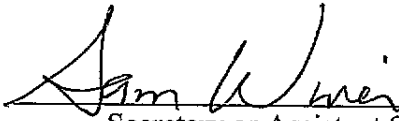
Name of Entity	Signature(s)	Typed or Printed Name of Individual
City View TV, Inc.		Sam Winer, President
		Ed Berkhoff, VP
Global Broadcast, Group, Inc.		Sam Winer, Chairman and CEO
		Ed Berkhoff, President

CERTIFICATE OF SECRETARY OF GLOBAL BROADCAST GROUP, INC.

Shareholder Approval By Written Consent

The undersigned, being the Secretary of Global Broadcast Group, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a notice meeting and vote of shareholders, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the Delaware General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Executed effective on this 1st day of March, 2002.



Secretary or Assistant Secretary of
Global Broadcasting Group, Inc.

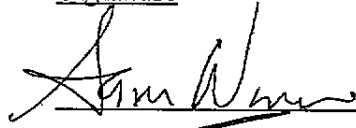


GLOBAL BROADCAST GROUP, INC.
SHAREHOLDER RESOLUTION

The undersigned being a majority of interest of all of the outstanding shares entitled to vote of Global Broadcast Group, Inc., a Delaware corporation (the "Company") do hereby adopt and consent to the following Resolution by written consent in lieu of a meeting pursuant to the laws of the State of Delaware and the bylaws of the Company, as if said Resolution had been adopted at a meeting duly called and held:

IT IS HEREBY RESOLVED, that the Company enter into and carry out the agreement and plan of merger between the Company and City View TV, Inc. dated effective March 1, 2002; and

IT IS FURTHER RESOLVED, that any notice of meeting is hereby waived and the written consent of the majority of shareholders authorizing the foregoing Resolutions may be executed in counterparts and/or by facsimile.

Shareholders holding a majority interest of all outstanding shares:

<u>Name</u>	<u>No. Shares held</u>	<u>Signature</u>
Sam Winer	3,781,561	
Ed Berzihof	2708,145	
Leo Plisman	2,708,084	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____