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DIVISION OF CORPORATIONS

FAX NO.

Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : LAW OFFICES OF PAUL A. LESTER, P.A.
Account Number : I20110000058
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Fax Number : (305) 373-2294

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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EFFECTIVE DATE

12-30-11

MERGER OR SHARE EXCHANGE
Media Consulting, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Electronic Filing Menu

Corporate Filing Menu

Help

TBROWN 12-30-11

COVER LETTER

TO: Amendment Section
Division of Corporations

(((H11000303152 3)))

SUBJECT: Media Consulting, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Paul A. Lester, Esq.

Contact Person

Law Offices of Paul A. Lester, P.A.

Firm/Company

9150 South Dadeland Boulevard, Suite 1400

Address

Miami, FL 33156

City/State and Zip Code

palesq@gmail.com

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

For further information concerning this matter, please call:

Paul A. Lester

Name of Contact Person

At (305)

350-5344

Area Code & Daytime Telephone Number

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

STREET ADDRESS:

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

MAILING ADDRESS:

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

DEC-30-2011 FRI 11:14 AM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES AND CERTIFICATE OF MERGER OF
JUMBA MEDIA GROUP INC,
a Florida corporation,
with and into
MEDIA CONSULTING, INC.,
a Florida corporation**

EFFECTIVE DATE
12-30-11

Pursuant to Section 607.1105 of the Florida Business Corporation Act, as amended (the "Corporation Act"), Media Consulting, Inc., a Florida corporation (the "Corporation"), and Jumba Media Group Inc, a Florida corporation ("Jumba"), hereby adopt the following Articles and Certificate of Merger for the purpose of merging Jumba with and into the Corporation.

1. Jumba shall be merged with and into the Corporation, and the Corporation shall be the surviving entity of the merger, pursuant to that certain Plan and Agreement of Reorganization by and between the parties, dated as of December 28, 2011 (the "Plan of Merger") (Exhibit A attached hereto). The Plan of Merger was adopted by Jumba and the Corporation as of December 28, 2011.

2. The name of the surviving entity shall be "Media Consulting, Inc."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by all of the shareholders and directors of Jumba in accordance with Section 607.1103 of the Corporation Act, and by all of the shareholders and directors of the Corporation in accordance with Section 608.4381 of the Corporation Act.

4. This merger shall become effective as of 12:01 A.M. on December 30, 2011 (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Corporation, the address of which is 1801 S.W. 3rd Avenue, 3rd Floor, Miami, Florida 33129.

6. A copy of the Plan of Merger will be furnished by the Corporation on request and without cost to any shareholder of Jumba and any shareholder of the Corporation.

DEC-30-2011 FRI 11:14 AM

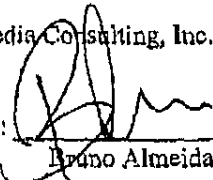
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P. 04

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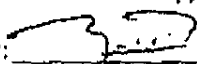
IN WITNESS WHEREOF, this Articles and Certificate of Merger having been executed on
behalf of the Corporation and Jumba by their authorized representatives as of December 28, 2011.

Media Consulting, Inc.

By:  BRUNO ALMEIDA
Bruno Almeida, President

(Corporate Seal)

Jumba Media Group, Inc.

By:  IGNACIO ROIZMAN
Ignacio Roizman, President

(Corporate Seal)

EXHIBIT A

((H11000303152 3)))

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 28, 2011, is made by and between Media Consulting, Inc., a Florida corporation (the "Corporation"), and Jumba Media Group Inc, a Florida corporation ("Jumba").

WITNESSETH:

WHEREAS, the parties desire that Jumba be merged with and into the Corporation, with the Corporation being the surviving entity, in accordance with Section 607.1106 of the Florida Business Corporation Act, as amended (the "Corporation Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 607.1106 of the Corporation Act, on the Effective Date (as defined below), Jumba shall simultaneously be merged with and into the Corporation (the "Merger"), the separate existence of Jumba shall cease, and the Corporation shall continue its existence under the laws of Florida Business Corporation Act under its present name (the "Surviving Entity"). The Corporation and Jumba are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

Media Consulting, Inc.
1801 S.W. 3rd Avenue, 3rd Floor
Miami, Florida 33129

2. The Merger shall become effective as of December 30, 2011, after the filing of the Articles of Merger with the office of the Florida Secretary of State (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of Jumba shall be automatically converted into rights and interests in the Corporation as set forth pursuant to the Articles of Incorporation of the Corporation (the "Articles").

((H11000303152 3)))

5. The Articles filed on behalf of the Corporation with Secretary of State of Florida on May 22, 2003, shall be the Articles of Incorporation for the Surviving Entity.

6. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Corporation Act to effectuate the Merger. Both Jumba and the Corporation acknowledge and represents that it has complied with all applicable provisions under the Corporation Act to effectuate the Merger.

7. The officers and directors of Jumba and the officers and directors of the corporation may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Corporation Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

Media Consulting, Inc., a Florida corporation

By:


 BRUNO ALMEIDA
Bruno Almeida, President

(Corporate Seal)

Jumba:

Jumba Media Group, Inc., a Florida corporation

By:

 IGNACIO ROIZMAN
Ignacio Roizman, President

(Corporate Seal)