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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ERIN MEDIA, INC.

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FAX AUDIT #H04-147525

ARTICLES OF MERGER

OF
erinMEDIA, INC.
INTO
erinMEDIA, INC.

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging erinMedia, Inc., a Delaware corporation ("Merged Corporation"), into erinMedia, Inc., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of CorporationState of Incorporation

erinMedia, Inc.
erinMedia, Inc.

Delaware
Florida

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is erinMedia, Inc., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on July 15, 2004. The Plan was submitted to the Shareholders of Surviving Corporation. 8,500 shares of common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 8,500 shares of common stock,

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representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the plan on July 15, 2004. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

6. The President and Secretary of the Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of the Merged Corporation on June 3, 2004. The Plan was submitted to the Shareholders of Merged Corporation. 8,500 shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, were entitled to vote on the Plan. 8,500 shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, voted to approve the Plan on June 3, 2004. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Delaware General Corporation Law. No shares voted against the Plan.

7. This merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of the Merged Corporations.

Attest:

SURVIVING CORPORATION:

erinMEDIA, INC., a Florida corporation


BEN E. PRICE, Secretary

By: 
BRETT E. PRICE, President

MERGED CORPORATION:

erinMEDIA, INC., a Delaware corporation


BEN E. PRICE, Secretary

By: 
BRETT E. PRICE, President

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PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 15th day of July, 2004, by and between erinMedia, Inc., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and erinMedia, a Delaware corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 15, 2004, with an authorized capital stock of 10,000 shares of common stock, par value \$0.001 per share, of which 8,500 shares are issued and outstanding and owned 5,950 by Brett E. Price, and 2,550 by Ben E. Price.

WHEREAS, the Merged Corporation is a corporation organized and existing under the laws of the State of Delaware, having its Articles of Incorporation filed September 30, 1999, with an authorized capital stock of 10,000 shares of common stock, par value \$0.001 per share, of which 8,500 shares are issued and outstanding and owned 5,950 by Brett E. Price, and 2,550 by Ben E. Price.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) erinMedia, Inc., a Florida corporation.
- (b) erinMedia, Inc., a Delaware corporation.

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2. Name of Surviving Corporation. The Surviving Corporation shall be erinMedia, Inc., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and

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Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

erinMEDIA, INC., a Florida corporation


BEN E. PRICE, Secretary

By: 
BRETT E. PRICE, President

MERGED CORPORATION:

erinMEDIA, INC., a Delaware corporation


BEN E. PRICE, Secretary

By: 
BRETT E. PRICE, President