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MERGER OR SHARE EXCHANGE

Corporate Broadcast Company, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105 of the Florida Statutes.

ARTICLE I

The name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

| <u>Name and Street Address:</u> | <u>Jurisdiction:</u> | <u>Entity Type:</u> |
|---|----------------------|---------------------|
| CBC Holdings, Inc. 1539 Muffett Street Hollywood, Florida 33020 | Florida | Corporation |

ARTICLE II

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

| <u>Name and Street Address:</u> | <u>Jurisdiction:</u> | <u>Entity Type:</u> |
|--|----------------------|---------------------|
| Corporate Broadcast Company, Inc. 1539 Muffett Street Hollywood, Florida 33020 | Florida | Corporation |

ARTICLE III

The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

ARTICLE IV

The merger is permitted under the laws of the State of Florida and is not prohibited by the articles of incorporation of the merging party or the surviving party.

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ARTICLE V

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE VI

These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

ARTICLE VIII

Signatures of each party:

Dated: January 8, 2008

CBC HOLDINGS, INC.
("Merging Party")

By: Mary K. Mathis, President
Mary K. Mathis, President

Dated: January 8, 2008

CORPORATE BROADCAST COMPANY, INC.
("Surviving Party")

By: Mary K. Mathis, President
Mary K. Mathis, President

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") dated as of December 24, 2007, by and between **CBC Holdings, Inc.**, a Florida corporation (the "Merging Party") and **Corporate Broadcast Company, Inc.**, a Florida corporation (the "Surviving Party") (Merging Party and Surviving party are collectively referred to as the "Merging Parties"), was adopted and approved by the Merging Party and the Surviving Party and is being submitted in accordance with the applicable provisions of 607.1103 of the Florida Statutes (the "Florida Statute") and the respective governing documents of the Merging Party and the Surviving Party.

WITNESSETH:

WHEREAS, the parties desire that the Merging Party be merged with and into the Surviving Party, in accordance with 607.1101 and the respective governing statutes of the Merging Party and the Surviving Party (hereinafter referred to as the "Merger");

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, the Merging Party shall merge with and into the Surviving Party, which shall survive as a corporation in accordance with its Amended and Restated Articles of Incorporation and the laws of the State of Florida. Upon effectiveness of the merger, the separate existence of the Merging Party shall cease, except to the extent provided by the Florida Statute after its merger into another entity.

2. Upon effectiveness of the Merger, the Surviving Party shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, both of a public and of a private nature, of both of the merging parties; and all property (real, personal and mixed), and all debts due on whatever account, and all other choices of action, and all and every other interest of, or belonging to, or due to each of the merging parties, shall be taken and deemed to be vested in the Surviving Party without further act or deed; and the title to all real estate, or any interest therein, of either of the merging parties shall not revert or be in any way impaired by reason of the Merger.

3. Upon effectiveness of the Merger, the Surviving Party shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Merging Parties; and any claim existing or action or proceeding pending by or against either of the Merging Parties may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Party may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Merging Parties shall be impaired by the Merger.

4. Upon effectiveness of the Merger, each share in the Merging Party shall be converted and issued as one share in the Surviving Party.

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5. This Plan of Merger has been approved by the unanimous consent of the sole director and all the shareholders of the Surviving Party and by the sole director of the Merging Party. The Merging Party shall promptly call a meeting of its shareholders to consider and approve this Plan of Merger.

6. The Merger shall be effective on the date the Articles of Merger are filed with the Florida Secretary of State (the "Effective Date"), which date shall be within thirty (30) days of approval of the Plan of Merger by the shareholders of the Merging Party, provided, however, that the Surviving Party, at its sole discretion, may elect to terminate the Plan of Merger at any time prior to the Effective Date in the event that either (a) the Plan of Merger is not approved by shareholders of the Merging Party prior to January 31, 2008 (or such later date as the Surviving Party may consent to) or (b) any shareholder of the Merging Party elects under Florida law to dissent from the Merger and exercise appraisal rights for his or her shares of the Merging Party.

IN WITNESS WHEREOF, the Merging Parties have caused their corporate names to be affixed to this Plan of Merger by their respective duly authorized officer on the date first written above.

THE MERGING PARTY:

CBC HOLDINGS, INC., a Florida corporation

By: Mary K. Mathis
Name: MARY K. MATHIS
Title: PRESIDENT

THE SURVIVING PARTY:CORPORATE BROADCAST COMPANY,
INC., a Florida corporation

By: Mary K. Mathis
Name: MARY K. MATHIS
Title: PRESIDENT

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