

P05000093066

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Sun Broadcasting, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Merger  
@ 12/29/11

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**ARTICLES OF MERGER  
Of****MERIDIAN BROADCASTING, INC.,**  
a Florida Corporation

into

**SUN BROADCASTING, INC.,**  
a Florida CorporationFILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 29 AM 9:28

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

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

	<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1.	Meridian Broadcasting, Inc. 2824 Palm Beach Boulevard Fort Myers, Florida 33916	Florida	Corporation
	Florida Document/Registration Number: P95000054825    FEI Number: 65-0606398		
2.	Sun Broadcasting, Inc. 2284 Palm Beach Boulevard Fort Myers, Florida 33916	Florida	Corporation
	Florida Document/Registration Number: P05000093066    FEI Number: 20-3276265		

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

Sun Broadcasting, Inc. 2284 Palm Beach Boulevard Fort Myers, Florida 33916	Florida	Corporation
Florida Document/Registration Number: P05000093066    FEI Number: 20-3276265		

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

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**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 Shareholder's Agreement, By-Laws or Articles of Incorporation of any company that is a party to the merger.

**NINETH:** The merger shall become effective as of:

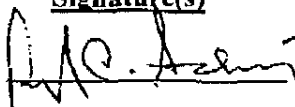

The date of the filing of these Articles with the Secretary of State.

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


<u>Name of Entity:</u>	<u>Signature(s)</u>	<u>Typed or printed name of Indiv.</u>
MERIDIAN BROADCASTING, Inc., a Florida Corporation		JOSEPH C. SCHWARTZEL, President
SUN BROADCASTING, INC. a Florida Corporation		JOSEPH C. SCHWARTZEL, President

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28TH day DECEMBER 2011, by **JOSEPH C. SCHWARTZEL**, as **President** of **MERIDIAN BROADCASTING, INC., a Florida Corporation**, who is personally known to me or who has produced PERSONALLY KNOWN (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires: 11/02/12

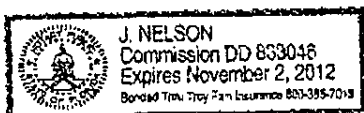


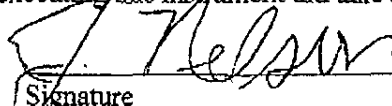
  
Signature  
J. NELSON  
(Type or print name of Notary)

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28TH day DECEMBER 2011, by **JOSEPH C. SCHWARTZEL**, as **President**, of **SUN BROADCASTING, INC., a Florida Corporation**, who is personally known to me or who has produced PERSONALLY KNOWN (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires: 11/02/12



  
Signature  
J. NELSON  
(Type or print name of Notary)

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**PLAN OF MERGER**

Or

**MERIDIAN BROADCASTING, INC.,**  
a Florida Corporation

into

**SUN BROADCASTING, INC.,**  
a Florida Corporation

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in accordance with Section 607.1101, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows;

<u>Name</u>	<u>Jurisdiction</u>
Meridian Broadcasting, Inc. a Florida Corporation	Florida
Sun Broadcasting, Inc., a Florida Corporation	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sun Broadcasting, Inc., a Florida Corporation	Florida

**THIRD:** The terms and conditions of the merger are as follows:

- A. The term "effective date" shall mean the date on which these Articles of Merger are filed with the Secretary of State.
- B. On the effective date, **MERIDIAN BROADCASTING, INC., a Florida Corporation** (hereinafter "Meridian") shall be merged with and into **SUN BROADCASTING, INC., a Florida Corporation**, (hereinafter "Sun"). The separate existence of Meridian shall cease at the effective date and the existence of Sun shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature,

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and subject to all the duties and liabilities of corporation organized under the laws of the State of Florida.

- C. The Plan of Merger has been approved by the Shareholders of both Meridian and Sun in accordance with Section 607.1101, Florida Statutes.
- D. At the effective date, Sun shall possess all the rights, privileges, immunities, and franchises of a public and private nature, of Meridian and shall be responsible and liable for all liabilities and obligations of Sun as more particularly set forth in Section 607.111.01, Florida Statutes.
- E. There are no minority or dissenting Shareholders of Sun or Meridian, respectively. All of the Shareholders will become Shareholders of Sun.
- F. If at any time Sun shall consider it advisable that any other assignment or assurances are necessary or desirable to vest, effect, confirm, or record in Sun the title of any property or rights of Meridian, or to otherwise carry out the provisions hereof, the Shareholders of Meridian, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Sun.
- G. Sun shall pay all expenses of accomplishing the merger.
- H. Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Shareholders of Sun may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.
- I. If for any reason consummation of the Merger is inadvisable in the opinion of the Shareholders of Sun, this Merger may be terminated at any time before the effective date by resolution of the Shareholders of Sun. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Sun or Meridian or their directors, officers, members, employees or shareholders.

**FOURTH:**

- A. Each of the existing Shareholders of Meridian will become a Shareholder of Sun with the same percentage of ownership owned by such Shareholder on the effective date of the Merger.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

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Name(s) and Address(es)  
of General Partner(s)

If General Partner is a Non-Individual  
Florida Document/Registration No.

N/A

N/A

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

NONE

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