

P060000009467

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EC Merger Corp.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

James Dickey

(Contact Person)

Feldman Gale

(Firm/Company)

201 S. Biscayne Blvd, 19th Floor

(Address)

Miami, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

James Dickey

(Name of Contact Person)

At (954) 319-4513

(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

FELDMAN GALE

INTELLECTUAL PROPERTY LAW

MIAMI CENTER, 19TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4332
TEL: 305.358.5001
FAX: 305.358.3309

PROMENADE WEST, SUITE 315
880 WEST FIRST STREET
LOS ANGELES, CALIFORNIA 90012
TEL: 213.625.5992
FAX: 213.625.5993

www.FeldmanGale.com

MIAMI OFFICE

MRodriguez@FeldmanGale.com

April 10, 2006

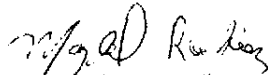
Darlene Connell
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: EC Merger Corp.
Ref. Number: P06000009467

Dear Ms. Connell:

Attached please find a copy of your letter dated March 30th along with our original Articles of Merger and Plan of Merger making the necessary changes.

Sincerely,



Maydel Rodríguez for
James Dickey
/mr
enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2006

JAMES DICKEY
FELDMAN GALE
201 S. BISCAYNE BLVD., 19TH FLOOR
MIAMI, FL 33131

SUBJECT: EC MERGER CORP.
Ref. Number: P06000009467

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 506A00021701

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EC Merger Corp.	FL	P06000009467

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Eurocinema Corp.	FL	P06000010012

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 30, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

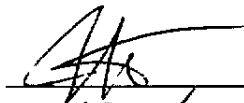
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

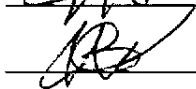
Typed or Printed Name of Individual & Title

Eurocinema Corp.



Sebastien Perioche, President

EC Merger Corp.



Sebastien Perioche, President

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I of the Articles of EC Merger Corp. shall be amended to read as follows:

Article I

The name of the company is ~~EuroMedia Corp~~ Eurocinema Corp

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Eurocinema Corp.</u>	<u>FL</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>EC Merger Corp.</u>	<u>FL</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each Parent share outstanding immediately prior to the Effective Time (other than Company Shares held by the Company in its treasury will be converted into 1/400th share of the Buyer. Fractional shares ("Fractional Shares") of the Buyer shall be redeemed, subject to the appraisal rights described below, into the right to receive from the Buyer \$20.00 in cash per share (the "Per Share Amount"), without interest thereon. The Per Share Amount was determined based upon a fair market valuation conducted by the Company's certified public accountants.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each Parent share outstanding immediately prior to the Effective Time (other than Company Shares held by the Company in its treasury will be converted into 1/400th share of the Buyer. Fractional shares ("Fractional Shares") of the Buyer shall be redeemed, subject to the appraisal rights described below, into the right to receive from the Buyer \$20.00 in cash per share (the "Per Share Amount"), without interest thereon. The Per Share Amount was determined based upon a fair market valuation conducted by the Company's certified public accountants.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

At the Effective Time, the Buyer shall irrevocably deposit or cause to be deposited with a paying agent appointed by Parent and reasonably acceptable to Buyer (the "Paying Agent"), as agent for the holders of Shares to be canceled in accordance with Section 1.2(a), cash in the aggregate amount required to pay the Merger Consideration in respect of such securities outstanding immediately prior to the Effective Time. Pending distribution pursuant to Section 1.3(b) hereof of the cash deposited with the Paying Agent, such cash shall be held in trust for the benefit of the holders of the Shares converted pursuant to the Merger and such cash shall not be used for any other purposes. Promptly, and in no event later than five Business Days after the Effective Time, the Buyer shall cause the Paying Agent to mail to each Person who was, at the Effective Time, a holder of record of Shares entitled to receive the Per Share Amount pursuant to Section 1.2 hereof, a form of letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the certificates evidencing the Shares (the "Share Certificates") shall pass, only upon proper delivery of the Share Certificate(s) to the Paying Agent) and instructions for use in effecting the surrender of the Share Certificate(s) pursuant to such letter of transmittal. Upon surrender to the Paying Agent of a Share Certificate, together with such letter of transmittal, duly completed and validly executed in accordance with the instructions thereto, and such other documents as may be required pursuant to such instructions, the holder of such Share Certificate shall be entitled to receive in exchange therefor the Per Share Amount for each Share formerly evidenced by such Share Certificate, and such Share Certificate shall thereupon be canceled. No interest shall accrue or be paid on the Per Share Amount payable upon the surrender of any Share Certificate for the benefit of the holder of such Share Certificate and any required withholding taxes on the Per Share Amount may be withheld by Parent or the Paying Agent. All interest accrued in respect of the cash deposited with the Paying Agent shall accrue to the benefit of and be paid to the Buyer.