

PO9000032045

Division of Corporations

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MERGER OR SHARE EXCHANGE  
Summit Broadband Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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13 NOV 26 AH 10:46  
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**ARTICLES OF MERGER**  
**OF**  
**SUMMIT VISTA MERGER CORPORATION**  
**WITH AND INTO**  
**SUMMIT BROADBAND INC.**

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 name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Broadband Inc.	Florida	P09000032045

**SECOND:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Vista Merger Corporation	Florida	P13000071994

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall be effective as of the time of filing.

**FIFTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation on November 14, 2013 and approved by the affirmative vote of at least a majority of the shares entitled to vote thereon of the surviving corporation by written consent on November 20, 2013.

**SIXTH:** The Plan of Merger was adopted by the board of directors of the merging corporation on November 19, 2013 and approved by the sole shareholder of the merging corporation on November 19, 2013.

**SEVENTH: SIGNATURES FOR EACH CORPORATION:**

**Surviving corporation:**

Summit Broadband Inc.

By:   
Richard Parly, President and CEO

**Merging corporation:**

Summit Vista Merger Corporation

By: \_\_\_\_\_  
Anthony Butler, President

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TALLAHASSEE FLORIDA

ARTICLES OF MERGER  
OF  
SUMMIT VISTA MERGER CORPORATION  
WITH AND INTO  
SUMMIT BROADBAND INC.

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 name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Broadband Inc.	Florida	P09000032045

**SECOND:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Vista Merger Corporation	Florida	P13000071994

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall be effective as of the time of filing.

**FIFTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation on November 14, 2013 and approved by the affirmative vote of at least a majority of the shares entitled to vote thereon of the surviving corporation by written consent on November 20, 2013.

**SIXTH:** The Plan of Merger was adopted by the board of directors of the merging corporation on November 19, 2013 and approved by the sole shareholder of the merging corporation on November 19, 2013.

**SEVENTH: SIGNATURES FOR EACH CORPORATION:**

**Surviving corporation:**

Summit Broadband Inc.

**Merging corporation:**

Summit Vista Merger Corporation

By: \_\_\_\_\_  
Richard Parady, President and CEO

By:   
Anthony Butler, President

**PLAN OF MERGER**  
**BETWEEN**  
**SUMMIT VISTA MERGER CORPORATION**  
**AND**  
**SUMMIT BROADBAND INC.**

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The following Plan of Merger was adopted and approved by each party to the merger in accordance with the Florida Business Corporation Act ("FBCA"), pursuant to Section 607.1103, Florida Statutes:

**FIRST:** The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Broadband Inc.	Florida	P09000032045

**SECOND:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Summit Vista Merger Corporation	Florida	P13000071994

**THIRD:** The Plan of Merger was approved by the shareholders of the surviving corporation and the sole member of the merging corporation.

**FOURTH:** The merger shall become effective as of the time of filing (the "Effective Time").

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

1. At the Effective Time and subject to and upon the terms and conditions of the Agreement and Plan of Merger, as amended, by and among Summit Vista Inc., the merging corporation, Cable Bahamas Ltd., the surviving corporation and certain shareholders of the surviving corporation, dated as of September 28, 2013 (the "Agreement") and the applicable provisions of the FBCA, the merging corporation shall be merged with and into the surviving corporation, the separate existence of the merging corporation shall cease, and the surviving corporation shall continue as the surviving corporation and as a wholly-owned subsidiary of Summit Vista Inc. At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, except as otherwise agreed to pursuant to the terms of the Agreement, all of the rights, privileges, powers and franchises of the surviving corporation and the merging corporation shall vest in the surviving corporation, and all restrictions, disabilities and duties of the surviving corporation and the merging corporation shall become the restrictions, disabilities and duties of the surviving corporation.
2. The articles of incorporation of the surviving corporation shall be amended and restated as of the Effective Time to be as set forth in Exhibit A attached hereto, until thereafter amended in accordance with the FBCA and as provided in such articles of incorporation. The bylaws of the merging corporation, as in effect immediately prior

to the Effective Time, shall be the bylaws of the surviving Corporation at the Effective Time until thereafter amended in accordance with the FBCA and as provided in the articles of incorporation of the surviving corporation and such bylaws.

3. The directors of the merging corporation immediately prior to the Effective Time shall be the directors of the surviving corporation immediately after the Effective Time, each to hold the office of a director of the surviving corporation in accordance with the provisions of the FBCA and the articles of incorporation and bylaws of the surviving corporation until their respective successors are duly elected and qualified. The officers of the surviving corporation immediately prior to the Effective Time shall be the officers of the surviving corporation immediately after the Effective Time, each to hold office in accordance with the provisions of the bylaws of the surviving corporation.

**SIXTH:** The manner and basis of converting the shares of the merging corporation and the surviving corporation shall be as follows:

1. Each issued and outstanding share of capital stock of the merging corporation issued and outstanding immediately prior to the Effective Time shall be converted at the Effective Time by virtue of the merger and without any action on the part of the merging corporation or any other person into and become one fully paid and nonassessable share of common stock of the surviving corporation, so that immediately following the Effective Time the merging corporation's sole shareholder will be the holder of all of the issued and outstanding shares of capital stock of the surviving corporation.
2. At the Effective Time, by virtue of the merger and without any action on the part of the merging corporation or the surviving corporation, all shares owned by the surviving corporation as treasury stock or owned by any subsidiary of the surviving corporation immediately prior to the Effective Time shall cease to be outstanding, shall be cancelled and retired without payment of any consideration therefor and shall cease to exist. Each common share of the surviving corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive the Per Common Share Consideration, without interest, as that term is defined in and pursuant to the Agreement. As of the Effective Time, all such common shares shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of shares of the surviving corporation shall cease to have any rights with respect thereto, except the right to receive the Per Common Share Consideration, without interest. The Series B Preferred Shares of the surviving corporation shall be redeemed in accordance with their terms simultaneously with the closing of the merger, as set forth in and pursuant to the Agreement.

Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUMMIT BROADBAND INC.**

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of Summit Broadband Inc., a Florida corporation, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I. NAME**

The name of the corporation shall be:

Summit Broadband Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 4558 S.W. 35th Street, Orlando, Florida 32811.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having par value of \$0.01 per share.

**ARTICLE V. INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of this corporation and may, in the discretion of the board of directors, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by this corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon this corporation, upon its shareholders, bondholders and security holders, or upon its directors,

officers and other corporate personnel, including, in particular, the power of this corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

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