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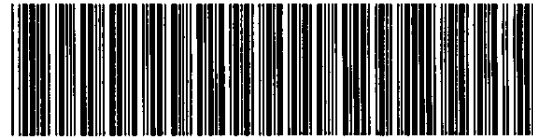
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TALLAHASSEE, FLORIDA

DR
11/7/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Equate Media 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:

Jason Romrell, General Counsel

Contact Person

Equate Media Corp.

Firm/Company

16161 Ventura Blvd, Ste C513

Address

Encino, CA 91436

City/State and Zip Code

jason@counselright.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jason Romrell

Name of Contact Person

At (208)

559-0756

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

FILED
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INCORPORATION ACT OF STATE
TALLAHASSEE, FLORIDA

2013 DEC 20
Incorporation Act OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



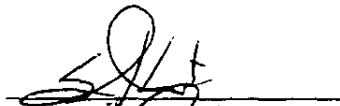
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Equate Media Corp. [FL]



Sheri Katz, President and CEO

Equate Media Corp. [NV]



Sheri Katz, President and CEO

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this ____ of December, 2013 (this "Agreement"), is entered into by and between Equate Media Corp., a Florida corporation ("Equate [FL]"), and Equate Media Corp., a Nevada corporation ("Equate [NV]"). Equate [FL] and Equate [NV] are hereinafter sometimes collectively referred to as the "Constituent Corporations".

WHEREAS, Equate [FL] is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Equate [NV] is a corporation duly organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of Equate [FL];

WHEREAS, the respective Boards of Directors of Equate [FL] and Equate [NV] have determined that it is advisable and in the best interests of such corporations and their stockholders that Equate [FL] merge with and into Equate [NV] upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the shareholders of Equate [FL] have approved this Agreement, by execution of written consents in accordance with Section 607.1107 of the Florida Business Corporation Act;

WHEREAS, the shareholders of Equate [NV] have approved this Agreement, by execution of a written consent in accordance with Section 92A.200 of the Nevada Revised Statutes.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Equate [FL] and Equate [NV] hereby agree as follows:

1. Merger. Equate [FL] shall be merged with and into Equate [NV] (the "Merger") such that Equate [NV] shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to

effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and Nevada and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation of Equate [NV] shall be the Certificate of Incorporation of the Surviving Corporation, and upon the consummation of the Merger, shall be amended and restated as needed, and the By-Laws of Equate [NV] shall be the By-laws of the Surviving Corporation, and upon the consummation of the Merger, shall be amended and restated as needed.

3. Directors. The persons who are directors of Equate [NV] immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Officers. The persons who are officers of Equate [FL] immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. Succession. At the Effective Time, the separate corporate existence of Equate [FL] shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Equate [FL] shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Equate [FL], its shareholders,

Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Equate [FL]. The employees and agents of Equate [FL] shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Equate [FL].

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Equate [FL] such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Equate [FL], and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Equate [FL] or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of Equate [FL] common stock (there being no preferred stock) ("Equate [FL] Common Stock"), issued and outstanding immediately prior to the Effective Time shall be changed and converted into one (1) validly issued, fully paid and non assessable share of Equate [NV] common stock (there being no preferred stock) ("Equate [NV] Common Stock"). After the Effective Time, the Surviving Corporation shall reflect in its stock ledger the number of shares of Equate [NV] Common Stock to which each shareholder of Equate [FL] is entitled pursuant to the terms hereof. There are no fractional shares of stock held or converted.

8. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.

9. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.


10. Descriptive Headings. The descriptive headings herein are inserted for

convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

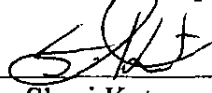
11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Nevada, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

IN WITNESS WHEREOF, Equate [FL] and Equate [NV] have caused this Agreement to be executed and delivered as of the date first written above.

Equate Media Corp., a Florida corporation

By: 
Name: Sheri Katz
Title: President and CEO

Equate Media Corp., a Nevada corporation

By: 
Name: Sheri Katz
Title: President and CEO