

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H180000702553)))



H180000702553ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614) 280-3338
Fax Number : (954) 208-0845

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
PRISA DIGITAL INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$103.75

\$113.75

CC
Merger
Name
chg

RECEIVED
10 MAR -2 PM 4:28
DIVISION OF CORPORATIONS

FILED
2018 MAR -2 PM 3:58

Electronic Filing Menu

Corporate Filing Menu

Help

MAR - 5 2018
ALBRITTON

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Eresmas Interactiva, Inc	Florida	Incorporated
Latam Digital Ventures, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Prisa Digital, Inc	Florida	Incorporated

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

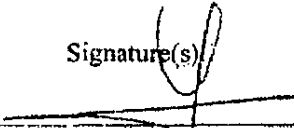

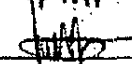
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Prisa Digital, Inc		Jose Jesus Lasheras Abril
Eresmas Interactiva, Inc		Giuliano Stiglitz
Latam Digital Ventures, LLC		Giuliano Stiglitz

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Eresmas Interactiva, Inc	Florida	Incorporated
Latam Digital Ventures, LLC	Delaware	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Prisa Digital, Inc	Florida	Incorporated

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

See enclosed Document

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

ENGLISH VERSION FOR INFORMATIVE PURPOSES ONLY**MINUTES RECORDING SOLE DIRECTOR'S RESOLUTIONS
PRISA BRAND SOLUTIONS, S.L.**

In Madrid, on February 1st, 2018, in the corporate domicile, Valentin Beato, 48 – 28037 Madrid, appears Mr. Ignacio Soto Perez, individual representative to the Sole Director of PRISA BRAND SOLUTIONS, S.L. ("PBS" or the "Company"), in order to analyze and, in case, to adopt the corresponding resolutions, with the following

AGENDA:

- 1.- Corporate Restructuring of the American subsidiaries. Merger between Prisa Digital, Inc. (surviving entity) and Latam Digital Ventures, LLC and EresMas Interactiva, Inc. (non-surviving entities).
- 2.- Change of the name of the corporation Prisa Digital, Inc.

Once analyzed the issues under the abovementioned agenda, the Sole Director adopts the following

RESOLUTIONS:

WHEREAS, (i) PBS is the 100% shareholder of PRISA DIGITAL, INC. ("PDI"), a corporation organized and existing under the Laws of Florida; (ii) PBS is the 100% shareholder of LATAM DIGITAL VENTURES, LLC ("LDV"), a limited liability company organized and existing under the Laws of Delaware; and (iii) LDV is the 100% shareholder of ERESMAS INTERACTIVA, INC. ("ERESMAS"), a corporation organized and existing under the Laws of Florida.

WHEREAS PDI, LDV and ERESMAS are in large part currently being managed by PBS and its executives.

WHEREAS LDV is a mere holding company and both PDI and ERESMAS currently has the same operational business (i.e., digital advertising), a consolidation of their respective operations will permit all such businesses to be operated more effectively by (i) administrative cost savings, (ii) better management control of expenses associated with such advertising businesses, (iii) more efficient management structure, and (iv) uniformity of operations.

WHEREAS due to the renowned trademark of PBS and in order to make easier the identification within the market, it is advisable to change the name of the surviving corporation for the new name "PRISA BRAND SOLUTIONS USA, INC."

ENGLISH VERSION FOR INFORMATIVE PURPOSES ONLY

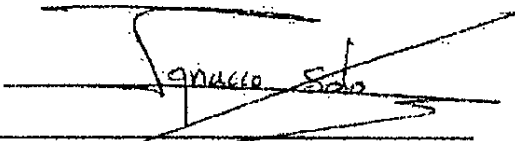
In view of the foregoing,

ITS RESOLVED, that Sole Director of the Company hereby: (i) approves, in accordance with the laws of the States of Florida and Delaware (USA), the merger of PRISA DIGITAL, INC. -a corporation organized and existing under the Laws of Florida- with both LATAM DIGITAL VENTURES, LLC -a limited liability company organized and existing under the Laws of Delaware- and ERESMAS INTERACTIVA, INC. -a corporation organized and existing under the Laws of Florida-, being PRISA DIGITAL, INC. the surviving entity; (ii) authorizes the Directors and Officers of each, as the case may be, to take or cause to be taken any action, and execute, or cause to be executed, any instrument or document, necessary to effectuate such merger in a timely fashion; and (iii) ratifies, confirm and approve, in all respects as the acts and deeds of the Company, any and all actions heretofore taken by the officers, agents, and representatives of the Company in connection therewith.

ITS RESOLVED, that at any date subsequent to the effective date of the aforementioned merger, on a date and at a time to be determined by the Board of Directors of PRISA DIGITAL, INC., the shares of both LATAM DIGITAL VENTURES, LLC -a limited liability company organized and existing under the Laws of Delaware- and ERESMAS INTERACTIVA, INC. -a corporation organized and existing under the Laws of Florida-, then held by it may be transferred to PRISA DIGITAL, INC. -a corporation organized and existing under the Laws of Florida-.

ITS RESOLVED, that the name of the corporation PDI is being changed into the new name "PRISA BRAND SOLUTIONS USA, INC.".

And not being any other issues, the present Minutes are drafted which, once read are approved and signed by the representative of the Sole Shareholder, in Madrid, on February 21st, 2018.

A handwritten signature in black ink, appearing to read "Ignacio Soto", is written over a horizontal line. The signature is stylized and somewhat cursive.

Mr. Ignacio Soto Perez
on behalf of the Sole Director
PROMOTORA DE INFORMACIONES, S.A.