

P11000021624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

**L. SELLERS**

MAR 25 2011

**EXAMINER**

Office Use Only



800198940728

03/23/11--01031--013 \*\*70.00

**FILED**

11 MAR 24 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** **HLM PAYMEON, INC.** (name of surviving corporation)

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

Please return all correspondence concerning this matter to following:

**Edward Cespedes**

Contact Person

**HLM PAYMEON, INC.**

Firm/Company

**417 N.E. 12<sup>th</sup> Avenue**

Address

**Fort Lauderdale, Florida 33301**

City, State, Zip

**Ede@travel.travel**

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

For further information concerning this matter, please call:

**Brian A. Pearlman**

Name of Contact Person

**At (954) 523-7008**

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

**Articles of Merger  
of  
Hyperlocal Marketing LLC  
merging to  
HLM Paymeon, Inc.**

The following Articles of Merger are submitted to merge the following Florida limited liability company into the following Florida profit corporation in accordance with Sections 608.4382 and 607.1109, 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>
<b>Hyperlocal Marketing LLC</b>	<b>Florida</b>	<b>Limited liability company Document L1000008354</b>


**SECOND:** The exact name, form/entity type and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<b>HLM Paymeon, Inc.</b>	<b>Florida</b>	<b>Profit Corporation Document P11000021624</b>


**THIRD:** The attached plan of merger was approved by HLM Paymeon, Inc. and Hyperlocal Marketing, LLC in accordance with the applicable provisions of Florida Statutes Chapters 607 and 608, respectively.

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

**HLM Paymeon, Inc.**

  
\_\_\_\_\_  
Edward Cespedes, President  
March 16, 2011

**Hyperlocal Marketing LLC**

  
\_\_\_\_\_  
Edward Cespedes, Manager  
March 16, 2011

**FILED**  
11 MAR 24 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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>
<b>Hyperlocal Marketing LLC</b>	<b>Florida</b>	<b>Limited liability company</b>

**SECOND:** The exact name, form/entity type and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<b>HLM Paymeon, Inc.</b>	<b>Florida</b>	<b>Profit Corporation</b>

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

Hyperlocal Marketing, LLC ("HP") will be merged with and into HLM Paymeon, Inc., a wholly owned subsidiary MMAX Media, Inc. ("HLM"). The separate existence and corporate organization of HP, except insofar as it may be continued by statute, shall cease and HLM Paymeon shall remain a wholly owned subsidiary of MMAX Media, Inc. ("MMAX").

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

On the effective date of the merger (the "Effective Date"), all of the issued and outstanding HP Membership Interests (the "HP Units") shall be converted into and exchangeable for shares of MMAX Common Stock which in the aggregate shall constitute 50.1% of the MMAX common stock on a fully diluted basis giving effect to the merger, the conversion of MMAX preferred stock and all other issuances prior to the Effective Date (collectively, the "Conversion Shares"). The Conversion Shares shall be fully paid and non-assessable and contain a legend restricting the transfer thereof in accordance with applicable securities laws. All HP Units shall then be canceled and retired, and each certificate representing HP Units shall thereafter (i) represent only the right to receive Conversion Shares issuable in exchange for such HP Units upon the surrender of such certificates; and (ii) entitle the holder thereof to vote with respect to, and receive dividends, if any, on such number of shares of Conversion Shares which such holder is entitled to receive in exchange for such certificates, provided that dividends, if any, shall be paid to such holder, without interest, only upon surrender of certificates.

On and after the Effective Date and until surrendered for exchange, each outstanding certificate that immediately prior to the Effective Date represented HP Units shall be deemed for all purposes, to evidence ownership of and represent the number of whole Conversion Shares into which such HP Units are convertible. The record holder of each such outstanding certificate representing HP Units shall, after the Effective Date, be entitled to vote the MMAX Shares into

which such HP Units shall have been converted or are convertible on any matters on which the holders of record of the Conversion Shares, as of any date subsequent to the Effective Date, shall be entitled to vote. In any matters related to such certificates of HP Units, MMAX may conclusively rely upon the record of stockholders maintained by MMAX containing the names and addresses of the holders of record of HP Units on the Effective Date.

MMAX shall authorize its transfer agent, or other party as agreed to by the parties, to act as exchange agent hereunder for the purposes of exchanging certificates representing HP Units for Conversion Shares.