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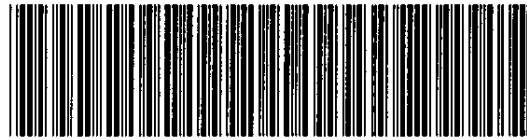
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUL 22 PM 2:49

Merger  
@ 7/25/11

## Christopher, Hays, Wojcik & Mavricos, LLP

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July 18, 2011

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

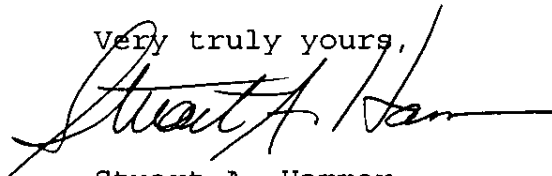
Re: Compass Nomad Media, Inc. (Florida)  
Compass Nomad Media, Inc. (Massachusetts)

Dear Sir or Madam:

I enclose Articles of Merger for the above referenced corporations. The surviving corporation will be Compass Nomad Media, Inc. (Florida). Also enclosed is a check in the amount of \$70.00 for the filing fee. At your earliest convenience, please return the duplicate original to me showing the date of filing in the enclosed self-addressed envelope.

The email address regarding future annual report notification is msottile@chwmlaw.com.

Very truly yours,



Stuart A. Hammer

SAH:ms  
Enclosures

**(Profit Corporations)**

**First:** The name and jurisdiction of the surviving corporation:

**Second:** The name and jurisdiction of each merging corporation:

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

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

**Kevin F. Burke, President**

**Kevin F. Burke, President**

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Compass Nomad Media, Inc.

Hollywood, Florida

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Compass Nomad Media, Inc.

Winthrop, Massachusetts

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

SEE ATTACHED

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

### Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER made this 15th day of July, 2011 between Compass Nomad Media, Inc., a Massachusetts Corporation (hereinafter called the Massachusetts Corporation) and Compass Nomad Media, Inc., a Florida Corporation (hereinafter called the Florida Corporation).

WHEREAS, Kevin F. Burke (the "shareholder") owns all of the outstanding stock of the Massachusetts Corporation and the Florida Corporation; and

WHEREAS, the Massachusetts Corporation and the Florida Corporation wish to approve the merger of the Massachusetts Corporation into the Florida Corporation, which merger will automatically dissolve the Massachusetts Corporation in accordance with the Massachusetts Business Corporation Law under Chapter 156D Section 14.03;

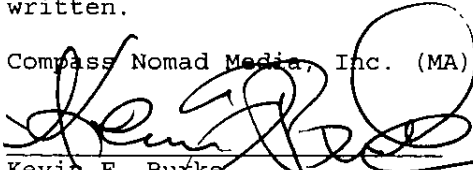
NOW, THEREFORE, the parties hereby agree as follows:

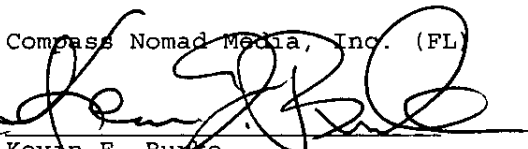
1. The Massachusetts Corporation, the Florida Corporation, the Shareholders and Directors hereby approve, authorize, and consent to a merger of the Massachusetts Corporation into the Florida Corporation, such merger to be effected as promptly as possible and in accordance with this Agreement.
2. The Massachusetts Corporation, the Florida Corporation, the Shareholders and the Directors hereby authorize the Massachusetts Corporation and the Florida Corporation to file Articles of Merger with the Florida Secretary of State and the Massachusetts Secretary of State which shall act as a certificate of cancellation for the Massachusetts Corporation with the Florida Corporation as the surviving entity.
3. The shares of stock held by the shareholder in the Massachusetts Corporation will be transferred to the Florida Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the day and year first above written.

Compass Nomad Media, Inc. (MA)

Compass Nomad Media, Inc. (FL)

  
Kevin F. Burke,  
Stockholder and Director

  
Kevin F. Burke  
Stockholder and Director