

Division of Corporations

P12000054019

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Street Media Partners, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 05      |
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EXAMINER

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**ARTICLES OF MERGER**

**OF**

**STREET MEDIA, LLC,**  
a Florida limited liability company

**into**

**STREET MEDIA PARTNERS, INC.,**  
a Florida corporation

The following Articles of Merger are submitted in accordance with Florida

Statutes § 607.1109:

1. These Articles of Merger are being filed to effect the merger of the following entities:

A. **STREET MEDIA, LLC**  
a Florida limited liability company  
Date of Organization: September 21, 2011  
211-107885  
with and into

B. **STREET MEDIA PARTNERS, INC.**  
a Florida corporation  
Date of Organization: June 14, 2012  
P12-54019

2. The name of the surviving entity is STREET MEDIA PARTNERS, INC., a Florida corporation (the "Surviving Entity").

3. The name of the merging entity is STREET MEDIA, LLC, a Florida limited liability company (the "Merging Entity").

4. The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Florida Statutes §§ 607.1108 and 608.4382, and was advised, authorized, and approved by the Merging Entity and the Surviving Entity, in accordance with the applicable provisions of Florida Statutes §§ 607.1101 et seq. and 608.438 et seq.

5. The Plan of Merger was executed on the 23 day of July, 2012.

6. The Plan of Merger is on file at the place of business of the Surviving Entity, which is located at 2600 Northbrooke Plaza Drive, Suite 200, Naples, Florida 34109, and at its registered

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office with its registered agent in the State of Florida, which is R&A Agents, Inc., an Ohio corporation authorized to do business in the State of Florida, c/o William R. O'Neill, Assistant Secretary, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

7. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member, shareholder or other person holding an interest in the Surviving Entity or Merging Entity.

8. No amendment to the Articles of Incorporation of STREET MEDIA PARTNERS, INC., a Florida corporation, is required.

9. The merger shall be effective on the later of: (1) the date the Articles of Merger are filed with the Florida Department of State; or (2) August 1, 2012.

[Signatures to Follow on the Next Page]

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NOW THEREFORE, the Articles of Merger are executed as of the 23 day of July,  
2012.

**SURVIVING ENTITY:**

STREET MEDIA PARTNERS, INC., a Florida  
corporation

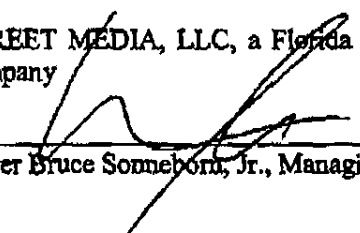
  
\_\_\_\_\_  
Roger Bruce Sonneborn, Jr., President

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**MERGING ENTITY:**

STREET MEDIA, LLC, a Florida limited liability  
company

  
\_\_\_\_\_  
Roger Bruce Sonneborn, Jr., Managing Member

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### PLAN OF MERGER

This plan of merger dated to be effective the 23 day of July, 2012, between STREET MEDIA PARTNERS, INC., a Florida corporation, the surviving entity (the "Surviving Entity"), and STREET MEDIA, LLC, a Florida limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 607.1101 et seq. and 608.438 et seq.

A. Surviving Entity (Florida Corporation). The Surviving Entity is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2600 Northbrooke Plaza Drive, Suite 200, Naples, Florida 34119 and a registered office and registered agent in the State of Florida at the following address: R&A Agents, Inc., c/o William R. O'Neill, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103.

B. Management of Surviving Entity. The Surviving Entity shall be managed by a Board of Directors, comprised of those individuals set forth in the Bylaws of the Surviving Entity.

C. Merging Entity (Florida Limited Liability Company). The Merging Entity is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 421 Ridge Drive, Naples, Florida 34108.

D. Terms of Merger, Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the surviving entity. The Members of the Merging Entity shall, as a result of the merger, hold the same number of shares of stock in the Surviving Entity as the Members held in membership units of the Merging Entity immediately prior to merger. The Members' rights in the Surviving Entity are substantially equivalent in other respects, except as dictated by appropriate state law, to the Members' membership interests (units) in the Merging Entity. The Members' membership interests in the Merging Entity shall be cancelled, with no further action required. The Members of the Merging Entity shall thereafter be issued stock in the Surviving Entity according to their relative interest in the Merging Entity immediately prior to merger. All rights, options, warrants, conversion features or similar rights with respect to the Merging Entity shall become rights to acquire shares of the Surviving Entity. To the extent such rights are expressed in terms of "units" of ownership in the Merging Entity, a right to acquire a unit shall be converted to a right to acquire a share of stock. To the extent such rights are expressed in terms of percentage interests in the Merging Entity, each percentage interest in the Merging Entity to which such rights relate shall be converted to a right to acquire 100 shares of common stock in the Corporation (adjusted for fractional percentages).

E. Terms of Merger, Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Articles of Incorporation and Bylaws of the Surviving Entity. The Articles of Incorporation of the Surviving Entity filed with the Florida Secretary of State shall continue to be its Articles of Incorporation following the effective date of the merger. The Surviving Entity shall hereafter execute Bylaws with such provisions as are consistent with the merger of the Merging Entity with and into the Surviving Entity.

G. Filing. The Surviving Entity shall cause Articles of Merger to be filed with the Florida Secretary of State in accordance with the terms of Florida Statutes §§ 607.1109 and 608.4382.

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H. Effective Date. The effective date of this merger shall be the later of: (1) the date when the Articles of Merger are filed by the Florida Secretary of State; or (2) the 23 day of July, 2012.

NOW THEREFORE, the Plan of Merger is executed as of the 23 day of July, 2012.

**SURVIVING ENTITY:**

STREET MEDIA PARTNERS, INC., a Florida corporation

By: 

Roger Bruce Sonneborn, Jr., President

**MERGING ENTITY:**

STREET MEDIA, LLC, a Florida limited liability company

By: 

Roger Bruce Sonneborn, Jr., Managing Member

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