

From:

Division of Corporations

05/21/2015 09:29

#896 1.00/004

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P/5000037081

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
PREMIUM LATIN PUBLISHING INC.**

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*Merger*

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05-22-15

From:

05/21/2015 09:31

#396 P.002/004

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
PREMIUM LATIN PUBLISHING INC.	FLORIDA	F15000037081

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
PREMIUM LATIN PUBLISHING INC.	NEW YORK	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 20, 2015 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on May 20, 2015 and shareholder approval was not required.

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15 MAY 21 AM 9:43  
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FLORIDA

From:

05/21/2015 09:32

#396 P.003/004

**Seventh: SIGNATURES FOR EACH CORPORATION**

[illegible]

From:

05/21/2015 09:32

#396 P.004/004

## 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:

<u>Name</u>	<u>Jurisdiction</u>
PREMIUM LATIN PUBLISHING INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
PREMIUM LATIN PUBLISHING INC.	NEW YORK

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

Holder of shares of New York corporation will exchange 100% of their shares for shares of Florida corporation on a one-for-one basis.

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:

Shareholder of New York corporation will receive one share of Florida corporation for each share of New York corporation.  
(Attach additional sheets if necessary)