

P160000 41654

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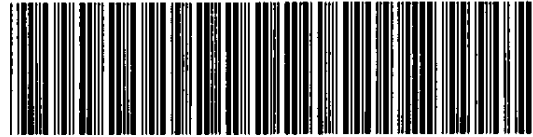
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**DATE: 09-08-16**

**NAME: MEDIA REVO CORP**

**TYPE OF FILING: MERGER**

**COST: 70.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

A handwritten signature in black ink that reads "Abbie Hodge". The signature is written in a cursive style with a long horizontal line extending to the right.

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 2016, pursuant to section 607.1105, Florida Statutes. A 10: 52

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--------------------------------------------------|
| MEDIA REVO CORP. | FLORIDA             | P16000041654                                     |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--------------------------------------------------|
| MEDIA REVO CORP. | NEW JERSEY          | 0101032581                                       |
|                  |                     |                                                  |
|                  |                     |                                                  |
|                  |                     |                                                  |
|                  |                     |                                                  |

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 08 / 01 / 2016 (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 \_\_\_\_\_ 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 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

MEDIA REVO CORP.

*[Handwritten signature]*

JEFFREY TOGNETTI, PRESIDENT

MEDIA REVO CORP.

**X**



JEFFREY TOGNETTI, 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

Media Revo Corp.

Florida

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

Name

Jurisdiction

Media Revo Corp.

New Jersey

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

In connection with a reincorporation pursuant to IRC § 368(a)(1)(F) and in accordance with the terms of the Plan of Merger 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 Plan of Merger.

*(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:

N/A

Other provisions relating to the merger are as follows:

N/A

**PLAN OF MERGER** adopted on August 1, 2016 by MEDIA REVO CORP., a New Jersey domestic Corporation (hereinafter the "New Jersey Corp."), and by MEDIA REVO CORP., a Florida domestic Corporation (hereinafter the "Florida Corp.").

1. The participating corporations, the Florida Corp and the New Jersey Corp. shall pursuant to the provisions of the Corporation Laws of the State of New Jersey and Florida, respectively, be merged with and into a single corporation, to wit, the Florida Corp., shall be the surviving corporation upon the Effective Date of the merger (as hereinafter defined) and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name. The separate existence of the New Jersey Corp., which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the Effective Date of the merger (as hereinafter defined) in accordance with the provisions of respective Corporation Laws.

2. The authorized capital stock of the Terminating Corporation consists of two hundred (200) shares of common stock with no par value, of which two hundred (200) shares were issued and outstanding as of the date hereof.

The number of the aforesaid outstanding shares are not subject to change prior to the Effective Date of the merger (as hereinafter defined).

3. The authorized capital stock of the Surviving Corporation consists of one thousand (1,000) shares of common stock, with no par value, of which one hundred (100) shares were issued and outstanding as of the date hereof.

The number of the aforesaid outstanding shares are not subject to change prior to the Effective Date of the merger (as hereinafter defined).

4. The Certificate of Incorporation of the Surviving Corporation as of the Effective Date of the merger (as hereinafter defined) shall be the Certificate of

Incorporation of said Surviving Corporation and shall continue in full force and effect until sooner amended or changed.

5. The By-Laws of the Surviving Corporation upon the Effective Date of the merger will be the By-Laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided.

6. The Directors and Officers in office of the Surviving Corporation upon the Effective Date of the merger (as hereinafter defined) shall be the members of the first Board of Directors and the first Officers of the Surviving Corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation.

7. Each issued share of Terminating Corporation shall, upon the Effective Date of the merger (as hereinafter defined), be converted into one (1) share of Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the Effective Date of the merger (as hereinafter defined) shall continue to represent one (1) issued share of the Surviving Corporation.

8. The employee identification number ("EIN") of the Terminating Corporation upon the Effective Date shall be the EIN of the Surviving Corporation.

9. The Terminating Corporation, for State and Federal purposes, is an "S" corporation and due to the nature of the tax free merger contemplated hereunder in accordance with provisions of I.R.C. §368(a)(1)(F), the Terminating Corporation's status as an "S" corporation shall not be terminated because of the reincorporation, but the Terminating Corporation's "S" status shall inure to the Surviving Corporation and such status shall continue without further election. Since the State of Florida recognizes the federal "S" corporate status, then the same shall follow with respect to the "S" election for



the Surviving Corporation in the State of Florida without the need of a separate "S" election.

10. The merger of the terminating corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of New Jersey and Florida, respectfully, and the Plan of Merger herein made and adopted shall be submitted to the shareholders of the Terminating Corporation and Surviving Corporation for their adoption or rejection in the manner prescribed by the provisions of the said respective Corporation Laws.

11. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the Laws of State of New Jersey and Florida, respectfully, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the Terminating Corporation and Surviving Corporation in the manner prescribed by the provisions of the said Laws, the Terminating Corporation and the Surviving Corporation will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and Florida, and will further cause to be performed all necessary acts herein and elsewhere to effectuate the merger.

13. The Board of Directors and the proper Officers of the Terminating Corporation and the Surviving Corporation, respectively, shall be authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

14. The "Effective Date of the merger shall be August 1, 2016.