

From:

08/10/2017 16:48

#977 P.001/004

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

K-C Media Holdings, Inc.

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Merger

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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:

Name	Jurisdiction	Document Number
K-C Media Holdings, Inc.	Florida	P17000064437

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number
K-C Media Holdings, Inc.	New York	860032

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing with the Florida Secretary of State.

Fifth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the surviving corporation on August 2, 2017.

Sixth: The Plan of Merger was adopted by the Board of Directors and Shareholders of the merging corporation by joint written consent on August 2, 2017.

Seventh: Signature for each corporation:

Name of Corporation	Signature of an Officer of Director	Typed or Printed Name of Individual and Title
K-C Media Holdings, Inc., a Florida corporation	<i>Timothy J. Connors</i>	Timothy J. Connors, Chief Executive Officer
K-C Media Holdings, Inc., a New York corporation	<i>Timothy J. Connors</i>	Timothy J. Connors, Chief Executive Officer

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#977 P.003/004

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>	<u>Document Number</u>
K-C Media Holdings, Inc. ("K-C Media Florida")	Florida	P17000064437

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
K-C Media Holdings, Inc. ("K-C Media New York")	New York	860032

Third: The terms and condition for the merger are as follows:

(a) The merger shall become effective upon filing with the Florida Secretary of State (the "**Effective Date**").

(b) The Articles of Incorporation of K-C Media Florida as it shall exist on the Effective Date shall be the Articles of Incorporation of the surviving corporation until the same shall be altered, amended or repealed as therein provided;

(c) The Bylaws of K-C Media Florida as it shall exist on the Effective Date shall be the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided;

(d) Upon Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of K-C Media New York shall be transferred to, be vested in, and devolved upon K-C Media Florida without further act or deed and all property, rights, and every other interest of K-C Media New York shall be as effectively the property of K-C Media Florida as they were of K-C Media New York. K-C Media New York hereby agrees from time to time, as and when requested by K-C Media Florida or by its successors or assigns, to execute and deliver or cause to be taken such further or other action as K-C Media Florida may deem necessary or desirable in order to vest in and confirm to K-C Media Florida title to and possession of any property of the merged company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of K-C Media New York, and the proper officers and directors of K-C Media Florida are fully authorized in the name of K-C Media New York or otherwise to take such action.

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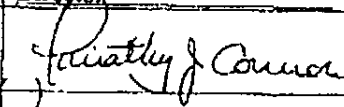
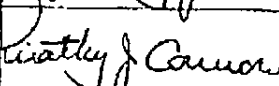
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Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis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

After the Effective Date, each share of common stock of K-C Media New York which is outstanding on the Effective Date, and all rights in respect thereof, shall cease to exist and any certificates representing such shares shall be cancelled. All of the shares of K-C Media New York held in the treasury of the K-C Media New York shall cease to exist as at the Effective Date and any certificates representing such shares shall be cancelled.

Fifth: Signature for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual and Title</u>
K-C Media Holdings, Inc., a Florida corporation		Timothy J. Connors, Chief Executive Officer
K-C Media Holdings, Inc., a New York corporation		Timothy J. Connors, Chief Executive Officer