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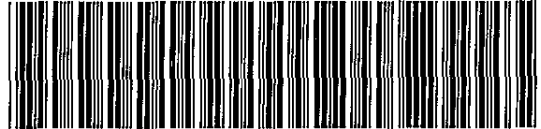
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FILED
05 DEC 13 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE
TELECOMMUNICATIONS
DIVISION
TALLAHASSEE, FLORIDA

ASR
12/13/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 736229 4337667

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 2005

ORDER TIME : 10:58 AM

ORDER NO. : 736229-005

CUSTOMER NO: 4337667

ARTICLES OF MERGER

BBTCLA, INC.

INTO

LANDMARK TELEVISION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
BBTCLA, INC., A FLORIDA CORPORATION,
WITH AND INTO
LANDMARK TELEVISION, INC., A NEVADA CORPORATION**

FILED
05 DEC 13 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act:

ARTICLE I.

The name and state of incorporation of each of the constituent corporations involved in the merger contemplated by these Articles of Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BBTCLA, Inc.	Florida
Landmark Television, Inc.	Nevada

ARTICLE II.

The Plan of Merger is as follows:

1. The name, address, jurisdiction of organization and governing law of each constituent entity involved in the merger contemplated by these Articles of Merger (the "Merger") are BBTCLA, Inc., a Florida corporation governed under Florida law, the address of which is 5201 Blue Lagoon Drive, Suite 600, Miami, Florida 33126, and Landmark Television, Inc., a Nevada corporation governed under Nevada law, the address of which is 3228 Channel 8 Drive, Las Vegas, Nevada 89109. BBTCLA, Inc. (the "Merging Corporation") will merge with and into Landmark Television, Inc. (the "Surviving Corporation").
2. The Surviving Corporation in the Merger shall be Landmark Television, Inc., a Nevada corporation. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

3. At the Effective Date (defined below), (a) each share of Merging Corporation Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to be an issued and outstanding share of Merging Corporation Stock and shall be surrendered to the Surviving Corporation for cancellation and cancelled, and no additional shares of Surviving Corporation Stock or any other consideration shall be issued or paid therefor, (b) all of the assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation, and (c) the authorized, issued and outstanding shares of Surviving Corporation Stock shall not be affected in any way by the Merger and shall constitute all of the authorized, issued and outstanding shares of Surviving Corporation Stock from and after the Effective Date.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date unless and until amended or restated in accordance with applicable law.

5. The foregoing Plan of Merger is permitted under, and shall be effectuated in accordance with, the laws of the State of Florida and the State of Nevada. The Surviving Corporation shall be a Nevada corporation.

6. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent in writing of each of the Merging Corporation and the Surviving Corporation.

7. The Merger shall occur and be effective on upon the filing of Articles of Merger (the "Effective Date").

ARTICLE III.

The Plan of Merger was adopted by each of the Merging Corporation and the Surviving Corporation as follows:

1. After approval and submission to the sole shareholder of the Merging Corporation by its Board of Directors, in accordance with Section 607.1103 of the Florida Business Corporation Act, the Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation by record of action in writing dated as of November 30, 2005 in accordance with all applicable laws of the State of Florida and with all constituent documents of the Merging Corporation.

2. After approval and submission to the sole shareholder of the Surviving Corporation by its Board of Directors, in accordance with Sections 92A.120 and 92A.190 of the Nevada Revised Statutes, the Plan of Merger was approved and adopted by the sole shareholder of the Surviving Corporation by record of action in writing dated as of November 30, 2005 in accordance with all applicable laws of the State of Nevada and with all constituent documents of the Surviving Corporation.

ARTICLE IV.

The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Corporation is organized, and the laws of the State of Nevada, under which the Surviving Corporation is organized. Each of the Merging Corporation and the Surviving Corporation has complied with all applicable provisions of the respective applicable law in authorizing and effecting the Merger, and all conditions required by the laws of the State of Florida and the laws of the State of Nevada will be satisfied in connection with the Merger.

ARTICLE V.

The Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any action or proceeding to enforce any liability or obligation of the Merging Corporation. The address to which a copy of such process shall be mailed by the Secretary of State of Florida to the Surviving Corporation is 3228 Channel 8 Drive, Las Vegas, Nevada 89109.

ARTICLE VI.


The merger contemplated by these Articles of Merger shall occur and be effective upon the filing of these Articles of Merger.

* * * * *

The undersigned officers declare that the facts herein stated are true as of November 30, 2005.

MERGING CORPORATION:

BBTCLA, INC.,
a Florida corporation

By:  (SEAL)
Guy R. Friddell, III
Secretary

SURVIVING CORPORATION:

LANDMARK TELEVISION, INC.,
a Nevada corporation

By: _____ (SEAL)
Emily T. Neilson
President

The undersigned officers declare that the facts herein stated are true as of November 30, 2005.

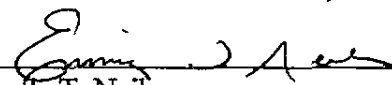
MERGING CORPORATION:

BBTCLA, INC.,
a Florida corporation

By: _____ (SEAL)
Guy R. Friddell, III
Secretary

SURVIVING CORPORATION:

LANDMARK TELEVISION, INC.,
a Nevada corporation

By:  _____ (SEAL)
Emily T. Neilson
President