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EFFECTIVE DATE

3/31/08

FILED  
08 MAR 10 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
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3/12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ANDORRA CAPITAL CORP.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

MARK RENTSCHLER - Att: Rose

(Contact Person)

A & L LLP

(Firm/Company)

515 North Flagler Dr., 6th Floor

(Address)

West Palm Beach FL 33401

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Rentschler

(Name of Contact Person)

At ( 702 ) 448-7113

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## 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)
<u>ANDORRA CAPITAL CORP</u>	<u>DELAWARE</u>	<u>4511849</u>
		<b>EFFECTIVE DATE</b> <u>3/31/08</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>WORLDCAST INTERACTIVE, INC.</u>	<u>FLORIDA</u>	<u>P96000007235</u>
_____	_____	_____
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TALLAHASSEE, FLORIDA

**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** 3 / 31 / 2008 (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.)

**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 MARCH 6, 2008.

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 MARCH 6, 2008.

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

WORLDCAST  
INTERACTIVE, INC.



MARK RENTSCHLER  
PRESIDENT & SOLE DIRECTOR

ANDORRA  
CAPITAL CORP, INC.



MARK RENTSCHLER  
PRESIDENT & SOLE DIRECTOR

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

WORLDCAST INTERACTIVE, INC.

FLORIDA

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

ANDORRA CAPITAL CORP.

DELAWARE

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and 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

*(Attach additional sheets if necessary)*

## **PLAN OF MERGER**

This Plan of Merger is adopted by Worldcast Interactive, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 6, 2008, and is adopted by Andorra Capital Corp., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on March 6, 2008. The names of the corporations planning to merge are Worldcast Interactive, Inc., a business corporation organized under the laws of the State of Florida and Andorra Capital Corp., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation is Andorra Capital Corp., a Delaware corporation.

1. Worldcast Interactive, Inc., a Florida corporation, and Andorra Capital Corp., a Delaware corporation, shall pursuant to the provisions of the Florida Corporations Act and pursuant to the provisions of the Delaware General Corporation Law, be merged into a single corporation, to wit, Andorra Capital Corp., a Delaware corporation, which shall be the surviving corporation at the effective time of the filing of this Agreement of Merger or a Certificate of Merger with the State of Delaware. Andorra Capital Corp., a Delaware corporation may sometimes be referred to as the "Surviving Corporation" and shall continue to exist in accordance with the provisions of the laws of the jurisdiction of its organization. The separate existence of Worldcast Interactive, Inc., a Florida corporation, which is hereinafter referred to as the "Non-Surviving Corporation" shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Corporate Statutes.

2. The present Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

3. The present Bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

4. The directors and officers of the Surviving Corporation, which are the same as the directors and officers of the Non-Surviving Corporation, at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each Ten (10) shares of the issued and outstanding shares of the common stock of the Non-Surviving Corporation immediately before the effective time and date of the merger shall be converted into one share of the common stock of the Surviving

Corporation, without further action required of the stockholders. Each One (1) share of the issued and outstanding shares of the preferred stock of the Non-Surviving Corporation immediately before the effective time and date of the merger shall be converted into one share of the preferred stock of the Surviving Corporation, without further action required of the stockholders.

6. The Agreement of Merger herein made and approved shall be submitted to the shareholders of the Surviving and Non-Surviving Corporation for approval as required by the laws of the State of Florida and the laws of the State of Delaware.

7. In the event that the Agreement of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the laws of the State of Florida and the laws of the State of Delaware, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the laws of the State of Delaware and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and the Board of Directors and the proper officers of the Surviving Corporation respectively, are hereby 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 Agreement of Merger or of the merger herein provided for.

9. The effective date of the merger shall be March 31, 2008

Executed March 6, 2008

WORLDCAST INTERACTIVE, INC.  
a Florida corporation

By:   
Mark Rentschler, President

ANDORRA CAPITAL CORP.  
a Delaware corporation

By:   
Mark Rentschler, President