

P98000011697

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000257023 3)))



H100002570233ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

000626.137096

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
FIRST MEDIA (STARTUP) CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$218.75

RECEIVED
10 NOV 30 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 NOV 30 PM 6:01
ARTICLE
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

merger
11/11/10
TL

H10000257023 3

**ARTICLES OF MERGER
OF
FIRST MEDIA CORP.,
FIRST MEDIA OF MIAMI, INC.,
FIRST MEDIA (TEXAS) CORP.,
FIRST MEDIA (VIRGINIA) CORP.
AND
PRIMARY MEDIA CORP.
INTO
FIRST MEDIA (STARTUP) CORP.**

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)
FIRST MEDIA (STARTUP) CORP.	Delaware	

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>FIRST MEDIA CORP.</u>	<u>New York</u>	
<u>FIRST MEDIA OF MIAMI, INC.</u>	<u>Florida</u>	
<u>FIRST MEDIA (TEXAS) CORP.</u>	<u>Texas</u>	
<u>FIRST MEDIA (VIRGINIA) CORP.</u>	<u>Virginia</u>	
<u>PRIMARY MEDIA CORP.</u>	<u>California</u>	

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the 1st day of December 2010.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 23rd day of November 2010.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporations on the 23rd day of November 2010.

SEVENTH: The surviving corporation's registered agent in the State of Delaware is The Corporation Trust Company and its address is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.


H10000257023 3

EIGHTH: The surviving corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

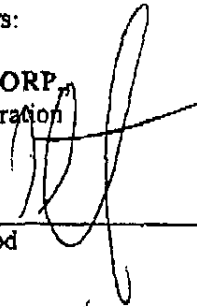
NINTH: The surviving corporation has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger, the amount, if any, to which it is entitled to under section 607.1302 of the Florida Statutes.

TENTH: The signature for each corporation are as follows:

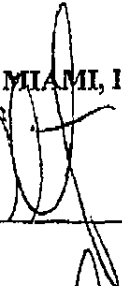
FIRST MEDIA (STARTUP) CORP.,
a Delaware Corporation

By: 
Name: Grant Hood
Title: President

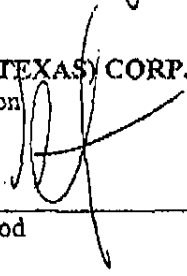
FIRST MEDIA CORP.
a New York Corporation

By: 
Name: Grant Hood
Title: President


FIRST MEDIA OF MIAMI, INC.,
a Florida Corporation

By: 
Name: Grant Hood
Title: President

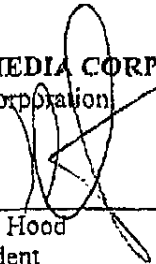
FIRST MEDIA (TEXAS) CORP.,
a Texas Corporation

By: 
Name: Grant Hood
Title: President

FIRST MEDIA (VIRGINIA) CORP.,
a Virginia Corporation

By: 
Name: Grant Hood
Title: President

PRIMARY MEDIA CORP.,
a California Corporation

By: 
Name: Grant Hood
Title: President

H10000257023 3

**AGREEMENT AND PLAN OF MERGER
OF
FIRST MEDIA CORP.,
FIRST MEDIA OF MIAMI, INC.,
FIRST MEDIA (TEXAS) CORP.,
FIRST MEDIA (VIRGINIA) CORP.
AND
PRIMARY MEDIA CORP.
INTO
FIRST MEDIA (STARTUP) CORP.**

This Agreement and Plan of Merger (this "Agreement of Merger") made and entered into on the 23rd day of November, 2010, by and between First Media (Startup) Corp., a Delaware Corporation (the "Surviving Corporation") and First Media Corp., a New York Corporation, First Media of Miami, Inc., a Florida Corporation, First Media (Texas) Corp., a Texas Corporation, FIRST MEDIA (VIRGINIA) CORP., a Virginia Corporation, and Primary Media Corp., a California Corporation (the "Merging Corporations") (the Surviving Corporation and the Merging Corporations collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, FIRST MEDIA (STARTUP) CORP. is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on September 14, 1998; and

WHEREAS, FIRST MEDIA CORP. is a Corporation organized and existing under the laws of the State of New York, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of New York on June 8, 1994; and

WHEREAS, FIRST MEDIA OF MIAMI, INC., is a Corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on January 30, 1998; and

WHEREAS, FIRST MEDIA (TEXAS) CORP. is a Corporation organized and existing under the laws of the State of Texas, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Texas on September 11, 1998; and

WHEREAS, FIRST MEDIA (VIRGINIA) CORP. is a Corporation organized and existing under the laws of the State of Virginia, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Virginia on September 14, 1998; and

WHEREAS, PRIMARY MEDIA CORP. is a Corporation organized and existing under the laws of the State of California, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of California on December 14, 2000; and

H10000257023 3

WHEREAS, the designation and number of outstanding shares of each class of each constituent corporation are as follows:

<u>Name of Corporation</u>	<u>Outstanding Shares</u>
FIRST MEDIA (STARTUP) CORP.	200 shares of common stock without par value, all of which are entitled to vote
FIRST MEDIA CORP.	200 shares of common stock without par value, all of which are entitled to vote
FIRST MEDIA OF MIAMI, INC.	200 shares of common stock with \$1.00 par value, all of which are entitled to vote
FIRST MEDIA (TEXAS) CORP.	200 shares of common stock without par value, all of which are entitled to vote
FIRST MEDIA (VIRGINIA) CORP.	200 shares of common stock without par value, all of which are entitled to vote
PRIMARY MEDIA CORP.	200 shares of common stock without par value, all of which are entitled to vote

; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deems it advisable that the Merging Corporations be merged into the Surviving Corporation, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware, the State of New York, the State of Florida, the State of Texas, the State of Virginia and the State of California respectively, which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Constituent Corporations, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

1. FIRST MEDIA (STARTUP) CORP., FIRST MEDIA CORP., FIRST MEDIA OF MIAMI, INC., FIRST MEDIA (TEXAS) CORP., FIRST MEDIA (VIRGINIA) CORP. and PRIMARY MEDIA CORP. shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware, the State of New York, the State of Florida, the State of Texas, the State of Virginia and the State of California, by FIRST MEDIA CORP., FIRST MEDIA OF MIAMI, INC., FIRST MEDIA (TEXAS) CORP., FIRST MEDIA (VIRGINIA) CORP. and PRIMARY MEDIA CORP. merging into FIRST MEDIA (STARTUP) CORP., which shall be the surviving corporation.

2. The merger is to become effective on December 1, 2010 (the time when the merger shall so become effective being sometimes referred herein referred to as the "Effective

H10000257023 3

Date of the Merger"). Upon the merger becoming effective as provided in the applicable laws of the State of Delaware, the State of New York, the State of Florida, the State of Texas, the State of Virginia and the State of California, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merging Corporations shall cease except to the extent provided by the laws of the State of New York, the State of Florida, the State of Texas, the State of Virginia and the State of California in the case of a corporation after its merger into another corporation.

3. The Certificate of Incorporation of the Surviving Corporation shall be amended so as to change its corporate name from FIRST MEDIA (STARTUP) CORP. to FIRST MEDIA OPERATIONS, INC.

4. The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

a. All of the outstanding shares of the Merging Corporations shall be cancelled.

b. No change shall be effected with respect to the shares of the Surviving Corporation.

5. The Corporation Trust Company is designated as the agent of the Corporation upon whom process against the Merging and Surviving Corporations may be served. The post office address to which process shall may be served is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

[The remainder of this page intentionally left blank. Signature page to follow.]

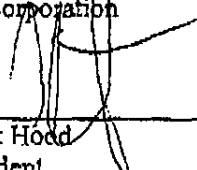
H10000257023 3

IN WITNESS WHEREOF, the Merging Corporations and Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto on the date first written above.

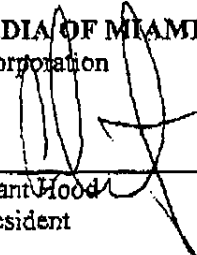
FIRST MEDIA (STARTUP) CORP.,
a Delaware Corporation

By: 
Name: Grant Hood
Title: President

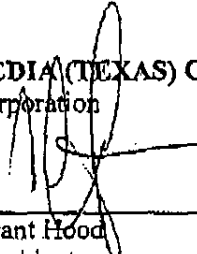
FIRST MEDIA CORP.,
a New York Corporation

By: 
Name: Grant Hood
Title: President

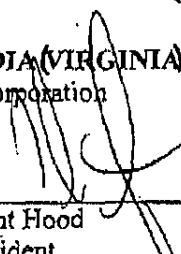
FIRST MEDIA OF MIAMI, INC.,
a Florida Corporation

By: 
Name: Grant Hood
Title: President

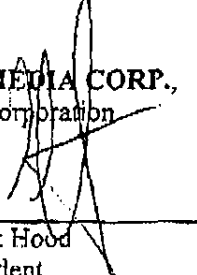
FIRST MEDIA (TEXAS) CORP.,
a Texas Corporation

By: 
Name: Grant Hood
Title: President

FIRST MEDIA (VIRGINIA) CORP.,
a Virginia Corporation

By: 
Name: Grant Hood
Title: President


PRIMARY MEDIA CORP.,
a California Corporation

By: 
Name: Grant Hood
Title: President

H10000257023 3

SECRETARY'S CERTIFICATEFIRST MEDIA (STARTUP) CORP.

I, Grant Hood, Secretary of FIRST MEDIA (STARTUP) CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

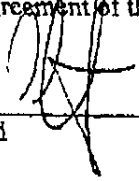
By: 
Name: Grant Hood
Title: Secretary

Dated: November 23, 2010

H10000257023 3

SECRETARY'S CERTIFICATEFIRST MEDIA CORP.

I, Grant Hood, Secretary of FIRST MEDIA CORP., a corporation organized and existing under the laws of the State of New York (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

By: 
Name: Grant Hood
Title: Secretary

Dated: November 23, 2010

H10000257023 3

SECRETARY'S CERTIFICATEFIRST MEDIA OF MIAMI, INC.

I, Grant Hood, Secretary of FIRST MEDIA OF MIAMI, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

By: 

Name: Grant Hood

Title: Secretary

Dated: November 23, 2010

H10000257023 3

SECRETARY'S CERTIFICATEFIRST MEDIA (TEXAS) CORP.

I, Grant Hood, Secretary of FIRST MEDIA (TEXAS) CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

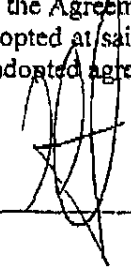
By: 
Name: Grant Hood
Title: Secretary

Dated: November 23, 2010

H10000257023 3

SECRETARY'S CERTIFICATEFIRST MEDIA (VIRGINIA) CORP.

I, Grant Hood, Secretary of FIRST MEDIA (VIRGINIA) CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

By: 
Name: Grant Hood
Title: Secretary

Dated: November 23, 2010

H10000257023 3

SECRETARY'S CERTIFICATEPRIMARY MEDIA CORP.

I, Grant Hood, Secretary of PRIMARY MEDIA CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as Secretary of the Corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by an authorized officer of the Corporation, was duly submitted to the stockholders of the Corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice signed by all the stockholders, for the purpose of considering and taking action upon the Agreement and Plan of Merger. I hereby certify that 200 shares of common stock of the Corporation had at that time been issued and were outstanding and that the holder of all 200 shares of the Corporation voted in favor of the Agreement and Plan of Merger and thereby the Agreement and Plan of Merger was duly adopted at said meeting as the act of the stockholders of the Corporation, and therefore is the duly adopted agreement of the Corporation.

By: 

Name: Grant Hood

Title: Secretary

Dated: November 23, 2010