

Division DEC. 20. 2006 11:37 AM

GASSMAN & ASSOCIATES

NO. 4780 P. 27 of 2

P98000047617

Florida Department of State
Division of Corporations
Public Access System

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.

((H06000298370 3)))



H060002983703ABC2

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC 20 AM 9:46

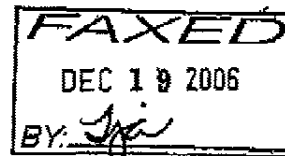
FILED

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727) 442-1200
Fax Number : (727) 443-5829



MERGER OR SHARE EXCHANGE

KW MEDIA GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$175.00

120.00

DEC. 20. 2006 11:37AM

GASSMAN, BATES & ASSOC.

PAGE 001/001

Florida NO. 4780, f P. 1-6



December 20, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KW MEDIA GROUP, INC.
PO BOX 1793
OLDFAR, FL 34677

SUBJECT: KW MEDIA GROUP, INC.
REF: P98000047617

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Due to transmission problems, your faxed document or coversheet is illegible or incomplete. Please refax the document and cover sheet to this office for processing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Debra Culligan
Document Specialist

FAX Aud. #: H06000298370
Letter Number: 806A00071930

RECEIVED
06 DEC 20 AM 8:00
DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

Audit Fax #

H060002983703

**Certificate of Merger
For
Florida Limited Liability Company**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC 20 AM 9:46

FILED

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type	
Layers Magazine, L.L.C.	Florida	Florida Limited Liability Company	LOT-92060
Elements Techniques, L.L.C.	Florida	Florida Limited Liability Company	LOS-12274
Kelby Press, Inc.	Florida	Florida corporation	P-28867

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type	
KW MEDIA GROUP, INC.	Florida	Florida Profit	P98-47617

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

Audit Fax # H060002983703

Audit Fax #
H060002983703

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2006

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

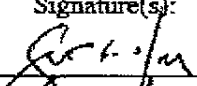
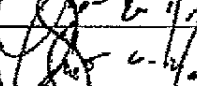
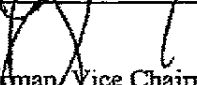
Mailing address: _____

Audit Fax # H060002983703

Audit Fax #
H060002983703

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Layers Magazine, L.L.C.		Scott G. Kelby
Elements Techniques, L.L.C.		Scott G. Kelby
Kelby Press, Inc.		Scott G. Kelby
KW Media Group, Inc.		Scott G. Kelby

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

Audit Fax # H060002983703

Audit Fax #
H060002983703

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LAYERS MAGAZINE, L.L.C.	Florida	Florida Limited Liability Company
Elements Techniques, L.L.C.	Florida	Florida Limited Liability Company
Kelby Press, Inc.	Florida	Florida corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KW MEDIA GROUP, INC.	Florida	Florida Profit

THIRD: The terms and conditions of the merger are as follows:

The Constituent Entities hereby agree that the Merging Entities shall be merged with and into the Surviving Entity, and the Merging Entities and the Surviving Entities shall be a single Entity. The Surviving Entity shall be the Entity continuing after the Merger, and the separate existence of the Merging Entities shall cease on the effective date of this Plan of Merger.

(Attach additional sheet if necessary)

Audit Fax # H060002983703

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since all of the ownership interests of the Merging Entities are currently owned by the same Members and in the same proportion as the ownership interests of the Surviving Entity, no additional certificates need to be issued by the Surviving Entity to reflect the ownership interest of the Members after the effective date. The certificates representing the ownership interests of the Merging Entities shall be surrendered and cancelled on the effective date. The ownership interests of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding ownership interests in the Surviving Entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Same as above.

(Attach additional sheet if necessary)

DEC. 20. 2006 11:38AM

GASSMAN, BATES&ASSOC.

NO. 4780 P. 8

Audit Fax #
#060002983703

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC 20 AM 9:46

FILED

Audit Fax # #060002983703