

To: +1 (850) 205-0380  
Subject:

From: Patricia Padlock

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Florida Department of State  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MOFFAT INTERNATIONAL COPORATION

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From: Patricia Tadlock

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ARTICLES OF MERGER  
OF  
KINGWOOD CABLEVISION, INC.  
AND  
MOFFAT INTERNATIONAL CORPORATION

FILED  
06 JUL 18 AM 10:00  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is a Plan of Merger for merging KINGWOOD CABLEVISION, INC. into MOFFAT INTERNATIONAL CORPORATION, as approved by the Board of Directors of the parent corporation on July 1, 2006.

SECOND: The merger of KINGWOOD CABLEVISION, INC. with and into MOFFAT INTERNATIONAL CORPORATION is permitted by the laws of the jurisdiction of organization of KINGWOOD CABLEVISION, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of MOFFAT INTERNATIONAL CORPORATION was July 1, 2006.

THIRD: As to MOFFAT INTERNATIONAL CORPORATION, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on July 1, 2006.

FOURTH: Shareholder approval was not required for the merger.

Executed on this 14<sup>th</sup> day of July, 2006.

KINGWOOD CABLEVISION, INC.

By:

Name:

Capacity:

*Tim Conn*  
President

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MOFFAT INTERNATIONAL  
CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Capacity: \_\_\_\_\_

*Tim Conn  
President*

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PLAN OF MERGER  
OF  
KINGWOOD CABLEVISION, INC.  
AND  
MOFFAT INTERNATIONAL CORPORATION

1. MOFFAT INTERNATIONAL CORPORATION, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of KINGWOOD CABLEVISION, INC., which is a business corporation of the State of Delaware, hereby merges KINGWOOD CABLEVISION, INC. into MOFFAT INTERNATIONAL CORPORATION pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of KINGWOOD CABLEVISION, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and MOFFAT INTERNATIONAL CORPORATION shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares KINGWOOD CABLEVISION, INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of MOFFAT INTERNATIONAL CORPORATION 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 Plan of Merger or of the merger herein provided for.

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