

P99000030595

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

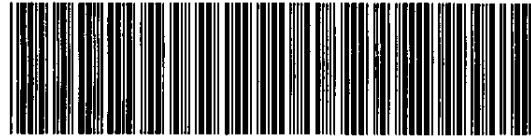
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



100187483671

11/08/10--01037--002 **78.75

Effective date
11-30-10

merger
Thuris
11-10-10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 NOV 8 P 1:33

FILED

SHUMAKER

Shumaker, Loop & Kendrick, LLP

Bank of America Plaza 813.229.7600
101 East Kennedy Boulevard 813.229.1660 fax
Suite 2800
Tampa, Florida 33602

www.slk-law.com

RONALD A. CHRISTALDI
813.221.7152
rchristaldi@slk-law.com

November 5, 2010

VIA FEDERAL EXPRESS #794088853728

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

Re: Articles of Merger – Cribis Corporation and Magnum Communications

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Merger of Magnum Communications, Limited, a Georgia Corporation, into Cribis Corporation, a Florida Corporation. Also enclosed is Shumaker, Loop & Kendrick, LLP's check number 100905 in the amount of \$78.75 for payment of the filing fee and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,

 for
Ronald A. Christaldi

RAC/kc
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cribis Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Ronald A. Christaldi
Contact Person

Shumaker, Loop & Kendrick, LLP
Firm/Company

101 East Kennedy Boulevard, Suite 2800
Address

Tampa, Florida 33602
City/State and Zip Code

rchristaldi@slk-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Grieco At (813) 221-7427
Name of Contact Person 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
OF
MAGNUM COMMUNICATIONS, LIMITED, A GEORGIA CORPORATION
INTO
CRIBIS CORPORATION, A FLORIDA CORPORATION**

FILED
2010 NOV 8 P 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Florida Act") and Section 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Code"), Cribis Corporation, a Florida corporation ("CRIBIS") adopts the following Articles of Merger on behalf of itself and Magnum Communications, Limited, a Georgia corporation ("MAGNUM"):

1. Surviving Corporation. Cribis Corporation, a Florida corporation and owner of 100% of the issued and outstanding capital stock of MAGNUM, shall be the surviving corporation. The principal address of the surviving corporation is 3505 East Frontage Road, Suite 175, Tampa, Florida 33607.
2. Merging Corporation. Magnum Communications, Limited, a Georgia corporation and a wholly-owned subsidiary of the surviving corporation, shall be the merging corporation.
3. The Plan of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.
4. The Plan of Merger sets forth the terms of the merger of MAGNUM, a wholly-owned subsidiary of CRIBIS (the "Subsidiary"), with and into CRIBIS (the "Parent") and was approved and adopted by the sole director of CRIBIS on October 29, 2010. The approval of the sole director and shareholder of MAGNUM is not required pursuant to Section 607.1104 of the Florida Act and Section 14-2-1104 of the Georgia Code, and approval of the shareholders of CRIBIS is not required pursuant to Section 607.1104 of the Florida Act.
5. Pursuant to Section 607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the Merger shall be the later of (i) November 30, 2010 and (ii) the date of the filing of these Articles of Merger with the Secretary of State of Florida.
6. Under the Plan of Merger, the separate existence of MAGNUM shall cease by means of a merger of MAGNUM with and into CRIBIS with CRIBIS the surviving corporation.
7. The surviving corporation shall make the request for publication of a notice of filing these Articles of Merger, and the payment for such publication of notice of filing these Articles of Merger shall be made, in each case as required by Section 14-2-1105.1(b) of the Georgia Code.
8. A copy of the resolutions by written consent of the sole director of the Parent dated October 29, 2010 adopting the Plan of Merger is attached hereto as Exhibit B and incorporated by reference as if fully set forth herein.

✓

IN WITNESS WHEREOF, the Surviving Corporation has executed these Articles of Merger
this 29th day of October 2010.

ATTEST:

CRIBIS CORPORATION

By: Carl. Gherardi
Carlo Gherardi, Secretary
(Corporate Seal)

By : Carl. Gherardi
Carlo Gherardi, as President

WB

Exhibit A
Plan of Merger

PLAN OF MERGER AND LIQUIDATION

This Plan of Merger and Liquidation (this "**Plan**") adopted by Cribis Corporation, a Florida corporation ("**CRIBIS**") dated as of October 29, 2010, sets forth the terms of the merger of Magnum Communications, Limited, a Georgia corporation and wholly-owned subsidiary of CRIBIS ("**MAGNUM**" and collectively with CRIBIS, the "**Constituent Corporations**") with and into CRIBIS in accordance with Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "**Florida Act**") and Sections 14-2-1103 and 14-2-1104 of the Georgia Business Corporation Code (the "**Georgia Code**").

WITNESSETH:

WHEREAS, CRIBIS owns 100% of the outstanding capital stock of MAGNUM.

WHEREAS, CRIBIS desires to merge MAGNUM with and into CRIBIS, with CRIBIS being the surviving corporation (the "**Merger**"), and CRIBIS's corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the Merger except as set forth herein.

WHEREAS, the sole director of CRIBIS has determined that it is advisable and in the best interest of CRIBIS that MAGNUM be merged with and into CRIBIS, on the terms and conditions set forth herein and in accordance with §§607.1104 and 607.1107 of the Florida Act and §§14-2-1103 and 14-2-1104 of the Georgia Code.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

1. Surviving Corporation. Cribis Corporation, a Florida corporation, shall be the surviving corporation.
2. Merging Corporation. Magnum Communications, Limited, a Georgia corporation, shall be the merging corporation.
3. Effect of Merger. The Merger shall become effective on the later of (i) November 30, 2010 or (ii) the date of filing of the Articles of Merger with the Secretary of State of Florida (the "**Effective Date**"). The separate existence of MAGNUM shall cease on the Effective Date and CRIBIS shall be fully vested in MAGNUM's rights, privileges, immunities, powers, and franchises, and subject to and responsible for its restrictions, liabilities, disabilities, and duties (including, without limitation all fees and franchise taxes due or to become due to the State of Georgia), all as more particularly set forth in Section 607.1106 of the Florida Act and Section 14-2-1106 of the Georgia Code.

3.1 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of CRIBIS, as previously amended and in effect immediately before the Effective Date shall, without any changes, be the Articles of Incorporation of CRIBIS from and after the Effective Date until altered, amended, or repealed in accordance with the provisions thereof and with the Florida Act.

3.2 Bylaws of the Surviving Corporation. The Bylaws of CRIBIS as previously amended and in effect immediately before the Effective Date, shall, without any changes, be the

Bylaws of CRIBIS from and after the Effective Date until altered, amended or repealed in accordance with the provisions thereof, with the provisions of the Articles of Incorporation of CRIBIS and with the Florida Act.

3.3 Directors of Surviving Corporation. The sole director of CRIBIS immediately before the Effective Date shall continue to be the sole director of CRIBIS from and after the Effective Date until his successor is duly elected or appointed, or until his death, resignation, or removal in accordance with the provisions of the provisions of the Articles of Incorporation or CRIBIS, with the Bylaws of CRIBIS and with the Florida Act.

3.4 Officers of Surviving Corporation. The officers of CRIBIS immediately before the Effective Date shall be the officers of CRIBIS, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal in accordance with the provisions of the provisions of the Bylaws of CRIBIS.

4. Conversion of Shares. CRIBIS owns 100% of the outstanding capital stock of MAGNUM so that on the Effective Date, each share of MAGNUM's common stock held by CRIBIS shall, by virtue of the Merger and without any action on the part of CRIBIS or MAGNUM, be cancelled simultaneously with the effectiveness of the Merger. Each share of CRIBIS' stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of stock of CRIBIS and shall retain identical designations, preferences, limitations and relative rights immediately after the Effective Date as it had prior to the Effective Date.

5. Supplemental Action. If, at any time after the Effective Date, CRIBIS shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan or to effectuate the Merger, the appropriate officers of CRIBIS or MAGNUM, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of CRIBIS, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in CRIBIS, or to otherwise carry out the provisions of this Plan or to effectuate the Merger.

6. Filing with the Florida Secretary of State and Georgia Secretary of State and Effective Date. CRIBIS shall cause its President or Chief Executive Officer or other duly authorized officer to execute Articles of Merger on behalf of CRIBIS and MAGNUM in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles of Merger and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by CRIBIS to the Florida Secretary of State and by CRIBIS on behalf of MAGNUM to the Georgia Secretary of State. In accordance with Section 607.1105 of the Florida Act and Section 14-2-1105 of the Georgia Code, the Articles of Merger shall specify the "Effective Date", which shall be the later of (i) November 30, 2010 or (ii) the date of filing of the Articles of Merger with the Secretary of State of Florida.

7. Publication of Notice of Merger. No later than the next business day after filing the Articles of Merger with the Georgia Secretary of State, CRIBIS shall mail or deliver to the publisher of a newspaper which is the official organ of the county where MAGNUM's registered office in Georgia is located, or which is a newspaper of general circulation published within such county whose most

recently published annual statement of ownership and circulation reflects a minimum of 60 percent paid circulation, a request to publish a notice of merger in the form required by Section 14-2-1105.1(b) of the Georgia Code, together with the payment for publication in the amount prescribed by Section 14-2-1105.1(b) of the Georgia Code.

8. Approval. This Plan was adopted by the sole director of CRIBIS in accordance with Section 607.1104 of the Florida Act and Section 14-2-1104 of the Georgia Code. As a wholly-owned subsidiary of CRIBIS, pursuant to Section 14-2-1104 of the Georgia Code, no separate board or shareholder approval of MAGNUM is required and there are no other shareholders of MAGNUM to which notice of the Merger or this Plan is to be given.

9. Federal Income Tax Treatment of Merger. The transaction described in this Plan constitutes a nontaxable liquidation of a wholly-owned subsidiary corporation into its parent corporation for federal income tax purposes. Accordingly, this liquidation is governed by Sections 332 and 337 of the Internal Revenue Code of 1986, as amended. MAGNUM, within 30 days of the adoption of this Plan, shall file IRS Form 966, along with a certified copy of this Plan, with the Internal Revenue Service. The date of adoption of the plan of liquidation is set forth at the first paragraph of this Plan. The liquidation and merger of MAGNUM with and into CRIBIS, and all transfers from MAGNUM to CRIBIS, shall be effected as promptly as practicable, and in no event later than December 31, 2010, in accordance with this Plan.

10. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by written consent of the sole director of CRIBIS, or may be amended or modified in whole or in part at any time by written consent of the sole director of CRIBIS, or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Florida Act and Section 14-2-1101 of the Georgia Code.

11. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by written consent of the sole director of CRIBIS.

12. Severability. In case any provision of this Plan shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan shall not in any way be affected and shall continue in full force and effect.

13. Governing Law. This Plan and the Merger shall be construed and interpreted in accordance with, and governed by, the laws of the State of Florida, without giving effect to the principles of conflicts of laws.

IN WITNESS WHEREOF, pursuant to authority duly given by the Board of Directors of CRIBIS, this Plan of Merger has been signed on behalf of said corporation by their duly authorized officers, all on the date, month and year first written above.

ATTEST:

CRIBIS CORPORATION

By: Carlo Gherardi

Carlo Gherardi, Secretary
(Corporate Seal)

By: Carlo Gherardi

Carlo Gherardi, as President

MB

Exhibit B
Authorizing Resolutions Adopted by Parent

**ACTION BY WRITTEN CONSENT OF THE
SOLE DIRECTOR OF
CRIBIS CORPORATION**

The undersigned, as the sole director (the "**Director**") of Cribis Corporation, a Florida corporation (the "**Company**") agrees, adopts, consents to, and orders the following corporate actions under Section 607.0821 of the Florida Business Corporation Act (the "**Act**"):

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopts the following corporate actions:

WHEREAS, the Director has determined it to be in the best interests of the Company to consolidate its corporate structure and merge one of its wholly-owned subsidiaries with and into the Company;

WHEREAS, the Company desires to merge its wholly-owned subsidiary, Magnum Communications, Limited, a Georgia corporation ("**Magnum**"), with and into the Company, with the Company being the surviving corporation (the "**Merger**") upon the terms and conditions set forth in the Plan of Merger (the "**Plan**") substantially in the form attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, the Company intends to execute Articles of Merger and file them (i) with the Florida Secretary of State in accordance with Sections 607.1104 and 607.1105 of the Act and (ii) on behalf of Magnum with the Georgia Secretary of State in accordance with Section 14-2-1105 of the Georgia Business Corporation Code.

NOW, THEREFORE

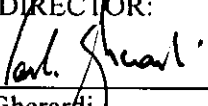
BE IT RESOLVED, that the Merger and the Plan and all of the transactions contemplated thereby are adopted, approved, and consented to and Carlo Gherardi, the Company's President, and his designees, are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Plan and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Plan (including, without limitation, executing the Articles of Merger on behalf of Magnum as permitted by and in compliance with Section 14-2-1105 of the Georgia Business Corporation Code), with such deletions, modifications, or other changes deemed necessary or appropriate by such officers, in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary or appropriate to consummate the Merger and the other transactions contemplated by the Plan; and

BE IT FURTHER RESOLVED, that Carlo Gherardi, the Secretary of the Company, is authorized and directed to furnish copies of the foregoing resolutions to any person or entity he deems necessary or appropriate and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, as the sole director of Cribis Corporation, executes the foregoing corporate action for the purpose of giving his consent to it as of October 29, 2010.

SOLE DIRECTOR:



Carlo Gherardi

MB

EXHIBIT A
Plan of Merger