

P99000067719



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485800 4806702

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
99 NOV 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 17, 1999

ORDER TIME : 2:11 PM

200003049052--6

ORDER NO. : 485800-005

CUSTOMER NO: 4806702

CUSTOMER: Schubert Leveille, Legal Asst
Metromedia Company
One Meadowlands Plaza

East Rutherford, NJ 07073

ARTICLES OF MERGER

HISPANIC INTERNET HOLDINGS,
INC.

INTO

HIH ACQUISITION INC.

C. COULLIETTE NOV 19 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 NOV 18 PM 3:10
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HISPANIC INTERNET HOLDINGS, INC., a Florida corporation, 99000067719

INTO

HIH ACQUISITION, INC., a Delaware corporation not qualified in Florida.

File date: November 18, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
HISPANIC INTERNET HOLDINGS, INC.
AND
HIH ACQUISITION, INC.

FILED
99 NOV 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic Business Corporation and the foreign Business Corporation herein named, do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging **Hispanic Internet Holdings, Inc.** with and into **HIH Acquisition, Inc.**

2. The shareholders of **HIH Acquisition, Inc.** entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on the 18th day of November, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

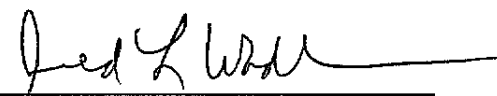
3. The merger of **Hispanic Internet Holdings, Inc.** with and into **HIH Acquisition, Inc.** is permitted by the laws of the jurisdiction of organization of **HIH Acquisition, Inc.** and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of **HIH Acquisition, Inc.** was on November 18, 1999.


4. The effective time and date of the merger herein provided for in the State of Florida shall be on November 18, 1999.

Executed on 18th day of November 1999.

HISPANIC INTERNET HOLDINGS, INC.

HIH ACQUISITION, INC.

By: 
Name: Arnold L. Wadler
Capacity: Senior Vice President

By: 
Name: Arnold L. Wadler
Capacity: Senior Vice President

PLAN OF MERGER adopted on November 12, 1999 by resolution of the Board of Directors of **Hispanic Internet Holdings, Inc.**, a business corporation organized under the laws of the State of Florida, and adopted on November 12, 1999 by resolution of the Board of Directors of **HIH Acquisition, Inc.**, a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are **Hispanic Internet Holdings, Inc.**, a business corporation organized under the laws of the State of Florida, and **HIH Acquisition, Inc.**, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which **Hispanic Internet Holdings, Inc.** plans to merge is **HIH Acquisition, Inc.**

1. **Hispanic Internet Holdings, Inc** and **HIH Acquisition, Inc.**, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of Delaware General Corporation Law be merged with and into a single corporation, to wit, **HIH Acquisition, Inc.**, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of **Hispanic Internet Holdings, Inc.**, which is sometimes 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 Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and 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 issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, 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 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 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 Plan of Merger or of the merger herein provided for.