

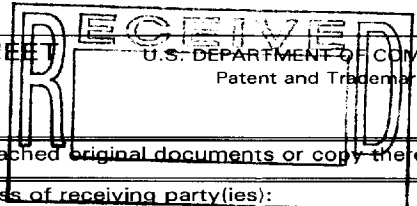
MAD
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08-18-1999



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SHEET
Y



To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):

ESTRELLAMUNDO, INC.

- Individual(s)
- General Partnership
- Corporation-State **Florida**
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **ESTRELLAMUNDO, LLC**

Internal Address: _____

Street Address: **123 N.W. 13TH Street, Suite 304, No. 8**

City: **Boca Raton** State: **Florida** Zip: **33432**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other **Florida limited liability company**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **December 28, 1998**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/612,333	75/612,338	75/612,342
75/612,334	75/612,339	75/612,343
75/612,335	75/612,340	74/612,344
75/612,336	75/612,341	74/612,345
75/612,337		

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Lile H. Deinard, Esq.**

Internal Address: **Greenberg Traurig**

Street Address: **200 Park Avenue**

City: **New York** State: **NY** Zip: **10166**

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41):

\$ **340.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Lile H. Deinard
Name of Person Signing

Signature

8-11-99
Date

Total number of pages comprising cover sheet:

7

OMB No. 0651-0011

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Do not detach this portion

01 FC:481 40.00 OP
02 FC:482 Mail documents to 300.00 OP

Recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 14, 1999, as shown by the records of this office.

The document number of the surviving corporation is L99000000232.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-ninth day of July, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF MERGER
P97000020769 OF
ESTRELLAMUNDO, INC., A FLORIDA CORPORATION
INTO
TEMPORARY NAME, LLC, A FLORIDA LIMITED LIABILITY COMPANY
L99000000232

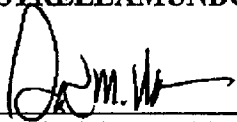
Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "Act") and Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), ESTRELLAMUNDO, INC., a Florida corporation ("Estrellamundo") and TEMPORARY NAME, LLC, a Florida limited liability company (the "Survivor") adopt the following Articles of Merger for the purpose of merging Estrellamundo with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by all of the members of the Board of Directors and all of the shareholders of Estrellamundo in accordance with the provisions of the Act on December 28, 1998 and the sole Managing Member of the Survivor in accordance with the provisions of the LLC Act on December 28, 1998.

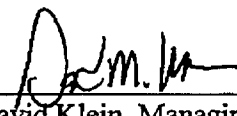
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 28 day of December, 1998.

ESTRELLAMUNDO, INC.



David Klein, President

TEMPORARY NAME, LLC



David Klein, Managing Member

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 28, 1998, between ESTRELLAMUNDO, INC., a Florida corporation ("Estrellamundo"), and TEMPORARY NAME, LLC, a Florida limited liability company (the "LLC" or the "Surviving Corporation").

Estrellamundo and the LLC desire to effect the statutory merger of Estrellamundo with and into the LLC, with the LLC to survive such merger.

1. **Constituent Corporations.** Estrellamundo and the LLC shall be parties to the merger (the "Merger") of Estrellamundo with and into the LLC.

2. **Terms and Conditions of Merger.** Estrellamundo (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, be merged with and into the LLC, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall succeed to the title of all real estate and other property and shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the Estrellamundo Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each certificate representing membership interests of the LLC shall for all purposes be deemed to evidence the ownership of the same number of membership interests of the LLC as are set forth in such certificate.

4. **Articles of Organization.** The Articles of Organization of the LCC as of the Effective Date shall be the Articles of Organization of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except Article I shall be amended and restated in its entirety to read as follows: "The name of the limited liability company is ESTRELLAMUNDO, LLC (the "Company")."

5. **Regulations.** The Regulations of the Surviving Corporation as of the Effective Date shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

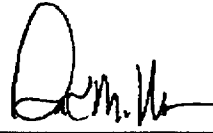
6. **Managing Member.** The managing member of the Surviving Corporation in office on the Effective Date shall continue to be the managing member of the Surviving Corporation.

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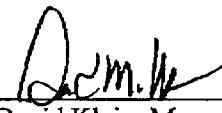
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of Estrellamundo and the Managing Member of the LCC are authorized to amend this Plan of Merger at any time prior to the Effective Date.

ESTRELLAMUNDO, INC.

By: 
David Klein, President

TEMPORARY NAME, LLC

By: 
David Klein, Managing Member

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