

H 75052

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

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DIVISION OF CORPORATIONS

EFFECTIVE DATE - 12/31/04

MERGER OR SHARE EXCHANGE

LDIG, LLC

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$262.50

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TALLAHASSEE, FLORIDA

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12/31/04



### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>LDIG Emer, Inc.</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Delaware</u>	<u>Corporation</u>
Florida Document/Registration Number: _____	FEI Number: <u>84-1548090</u>	
2. <u>Liberty Medscholar, Inc.</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Delaware</u>	<u>Corporation</u>
Florida Document/Registration Number: _____	FEI Number: <u>84-1505865</u>	
3. <u>Liberty FL, Inc.</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Delaware</u>	<u>Corporation</u>
Florida Document/Registration Number: _____	FEI Number: <u>84-1480251</u>	
4. <u>(See attached)</u>		
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
4. <u>LMC Digital, Inc.</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Colorado</u>	<u>Corporation</u>
Florida Document/Registration Number: _____	FBI Number: <u>84-1609746</u>	
5. <u>Paradigm Music Entertainment Company</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Delaware</u>	<u>Corporation</u>
Florida Document/Registration Number: _____	FBI Number: <u>19-9852159</u>	
6. <u>The Box Worldwide, Inc.</u> <u>12300 Liberty Boulevard</u> <u>Englewood, Colorado 80112</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>H75062</u>	FBI Number: <u>58-2805297</u>	

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>LDIG, LLC</u> <u>12300 Liberty Boulevard</u> <u>Encinitas, Colorado 80112</u>	<u>Delaware</u>	<u>LLC</u>
<u>Florida Document/Registration Number:</u>	<u>FBI Number: N/A (Unrecorded Entity)</u>	

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4354, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

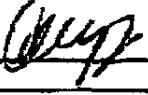



12/31/2004, 4:05 PM EST

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>EDIG Enter, Inc.</u>		<u>Charles Y. Tanabe</u> <u>Senior Vice President</u>
<u>Liberty Medscholar, Inc.</u>		<u>Charles Y. Tanabe</u> <u>Senior Vice President</u>
<u>LDOROV PL, Inc.</u>		<u>Charles Y. Tanabe</u> <u>Senior Vice President</u>
<u>INC Digital, Inc.</u>		<u>Charles Y. Tanabe</u> <u>Senior Vice President</u>
<u>(See attached)</u>		

(Attach additional sheet(s) if necessary)

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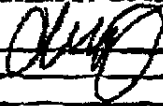
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**ELEVENTH: SIGNATURE(S) FOR EACH PARTY: Continued**

Paradigm Music Entertainment  
Company:



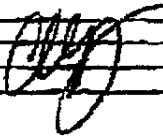
Charles Y. Tanabe  
Senior Vice President

The Box Worldwide, Inc.



Charles Y. Tanabe  
Senior Vice President

LDIG, LLC  
By: Liberty Programming  
Company LLC, its manager  
and sole member  
By: LMC Capital LLC, its manager  
and sole member



Charles Y. Tanabe  
Senior Vice President

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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member or authorized representative of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Other:	No Charge

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LDIC Saver, Inc.	Delaware
Liberty Madgechar. Inc.	Delaware
Liberty ML, Inc.	Delaware
LMC Digital, Inc.	Colorado
Paradigm Music Entertainment Company	Delaware
The Box Worldwide, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LDIS, LLC	Delaware

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

(See attached.)

(Attach additional sheet(s) if necessary)

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

1. LDIG Enter, Inc., a Delaware corporation, Liberty Medscholar, Inc., a Delaware corporation, Liberty PL, Inc., a Delaware corporation, LMC Digital, Inc., a Colorado corporation, Paradigm Music Entertainment Company, a Delaware corporation, and The Box Worldwide, Inc., a Florida corporation (the "Merging Corporations") shall be merged with and into LDIG, LLC, a Delaware corporation (the "Surviving Entity"), which shall be the surviving entity of the merger upon the effective date and time of the merger pursuant to the provisions of the Florida Business Corporation Act, the Colorado Business Corporation Act, the Colorado Corporations and Associations Act, the Delaware General Corporation Law and the Delaware Limited Liability Company Act. The separate existence of the Merging Corporations shall cease at the effective date and time of the merger in accordance with the provisions of the Florida Business Corporation Act, the Colorado Business Corporation Act, the Colorado Corporations and Associations Act, the Delaware General Corporation Law and the Delaware Limited Liability Company Act.

2. Upon the effective date and time of the merger, the limited liability company agreement of the Surviving Entity as in effect immediately prior to the merger shall be the limited liability company agreement of the Surviving Entity and will continue in full force and effect until thereafter amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act and such limited liability company agreement.

3. The manager and any officers in office of the Surviving Entity at the effective date and time of the merger shall, from and after such effective date and time, be the manager and the officers of the Surviving Entity, all of whom shall hold their positions until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company agreement of the Surviving Entity, or as otherwise provided by applicable law. The manager of the Surviving Entity is Liberty Programming Company LLC, and its business address is 12300 Liberty Boulevard, Englewood, Colorado 80112.

4. Upon the effective date and time of the merger, all property, real, personal and mixed, and all debts due to any of the Merging Corporations or to the Surviving Entity, as well as all other things and causes of action belonging to each of them, shall be vested in the Surviving Entity, and shall thereafter be the property of the Surviving Entity as they were of each of the business entities that have merged, and all debts, liabilities and duties of each of the business entities that have merged shall thereafter attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of any of the Merging Corporations, the last acting officers and directors of the Merging Corporations or the corresponding manager or officers of the Surviving Entity shall execute and make all such proper assignments and assurances and take all such actions necessary or proper to vest title to such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

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**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective date and time of the merger, by virtue of the merger and without any action on the part of any other person or entity, each share of capital stock of each of the Merging Corporations issued and outstanding immediately prior to such effective date and time shall automatically be canceled, retired and cease to exist without payment of any consideration therefor and without any conversion thereof, and each limited liability company interest in the Surviving Entity existing immediately prior to such effective date and time shall remain and continue without any change as a limited liability company interest in the Surviving Entity.

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

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual  
 Florida Document/Registration Number

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

Liberty Programming Company LLC  
12300 Liberty Boulevard  
Englewood, Colorado 80112

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*

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