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ID Number: 568487



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2011 JAN 4 10:02

ARTICLES OF MERGER OR CONSOLIDATION INTO

Wear Your Music LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

| Name of entity                | Type of entity            | State under which entity is organized |
|-------------------------------|---------------------------|---------------------------------------|
| WEAR YOUR MUSIC LLC <u>NR</u> | limited liability company | New York                              |
| Wear Your Music LLC           | limited liability company | Rhode Island                          |

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Wear Your Music LLC  
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)
- e. If the surviving entity's name has been amended via the merger, please state the new name:  
N/A
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing upon filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

112 Main Street, Woonsocket, RI 02895

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....  
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

**WEAR YOUR MUSIC LLC**

By: [Signature] \_\_\_\_\_  
Name of person signing  
Print Entity Name  
AUTHORIZED MEMBER  
Title of person signing

By: \_\_\_\_\_  
Name of person signing  
Title of person signing

**Wear Your Music LLC**

By: [Signature] \_\_\_\_\_  
Name of person signing  
Print Entity Name  
AUTHORIZED MEMBER  
Title of person signing

By: \_\_\_\_\_  
Name of person signing  
Title of person signing

Attachment to: Wear Your Music LLC  
RI Articles of Merger or Consolidation

## **AGREEMENT AND PLAN OF MERGER**

### **I. Recitals**

1.1 WEAR YOUR MUSIC LLC ("WYM-NY") is a limited liability company, organized in the State of New York on August 9, 2007.

1.2 There are presently two (2) members and managers of WYM-NY, namely AZU LLC, a Rhode Island limited liability company, and ZENBU MEDIA, LLC, a Delaware limited liability company (collectively, the "Members").

1.3 As its business has developed, WYM-NY no longer does business in the State of New York, and all of its property and employees have been or are being located in the State of Rhode Island.

1.4 The Members desire to change the state of organization of WYM-NY from New York to Rhode Island by means of a statutory merger into a newly formed Rhode Island limited liability company.

### **II. Procedures**

2.1 The Members shall cause a new limited liability company to be formed in the State of Rhode Island effective as of January 1, 2011 or the first business day thereafter, to be named "Wear Your Music LLC" ("WYM-RI").

2.2 Articles of merger shall be filed in Rhode Island and a Certificate of Merger shall be filed in New York by WYM-RI and WYM-NY in accordance with provisions set forth in Section III hereof, and in accordance with the laws of each State, all effective as of January 1, 2011, or as soon thereafter as possible.

2.3 Any other actions required by the State of New York or the State of Rhode Island, or deemed by the Members to be necessary or appropriate to implement the foregoing, shall be taken promptly and in accordance with this plan.

### **III. Merger Provisions**

3.1 Upon the effective date of the merger of WYM-NY and WYM-RI, WYM-RI shall be the surviving corporation, and, by operation of law, WYM-RI shall succeed to all rights, privileges, powers, franchises, assets, liabilities, rights, and obligations of WYM-NY.

3.2 The articles of organization of WYM-RI shall be the articles of organization of the surviving merged limited liability company.

3.3 The operating agreement of WYM-NY shall become the operating agreement of the surviving merged limited liability company, and shall be amended, as necessary or appropriate, to reflect the change of place of organization.

3.4 It is intended that, following the effective date of the merger, WYM-RI, as the

surviving company, shall succeed to the ownership, business, affairs, rights, privileges, powers, franchises, assets, liabilities, and obligations of WYM-NY, and its operations and existence shall be a continuation of the operations and existence of WYM-NY in all respects. In furtherance, but not in limitation thereof:

3.4.1 Ownership and title to all property of WYM-NY, real or personal, tangible or intangible, however vested or acquired, under the laws of the State of New York or the State of Rhode Island, or any other jurisdiction, shall not revert or be in anyway impaired by reason of the merger; and all such property, on the effective date of the merger, shall, by operation of law and without the need for any deeds or other documents of transfer, be and become the property of WYM-RI.

3.4.2 Following the merger, all existing rights, benefits, claims, causes of action, and obligations of WYM-NY whether under agreements, contracts, or leases, or otherwise arising, shall, by operation of law and without the need for any assignments or other documents of transfer, be and become those of WYM-RI as the surviving company, and shall not be impaired or changed by reason of the merger.

3.4.3 Following the merger, all rights of creditors and all liens upon any real or personal property of WYM-NY shall be preserved unimpaired, and all debts, liabilities and duties of WYM-NY shall upon the effective date of the merger be and become those of WYM-RI, and may be enforced against it subject to any and all defenses and counterclaims available to WYM-NY, to the same extent as if such debts, liabilities and duties had been incurred or contracted by WYM-RI on the same date or dates as originally incurred or contracted by WYM-NY.

#### IV. Miscellaneous

4.1 Hannah Garrison, as an authorized member of AZU LLC, and Steve Bernstein, as an authorized member of ZENBU MEDIA, LLC (collectively, "authorized members"), are each hereby individually authorized, signing singly, to sign, seal, execute and deliver such documents and instruments, for and on behalf of each of WYM-NY and WYM-RI, and to take such other actions as either of them, in his/her sole discretion, deems necessary or desirable in connection with the foregoing plan.

4.2 Each of said authorized members are hereby further authorized, in his/her discretion, to make such changes in names, effective dates, or other details of the foregoing plan as they may deem necessary or desirable to conform with governmental requirements and/or to effectuate the substance of said plan.

4.3 The operating agreement of WYM-NY dated as of August 9, 2007 shall, without further action, be and become binding upon WYM-RI and upon the Members, as members of WYM-RI.

IN WITNESS WHEREOF, this Plan of Merger is hereby agreed to and adopted by each of the Members, on behalf of themselves and on behalf of WEAR YOUR MUSIC LLC, a New York limited liability company, and upon its creation, Wear Your Music LLC, a Rhode Island limited liability company, all effective as of January 1, 2011.

**AZU LLC**

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

Hannah Garrison, authorized member

**ZENBU MEDIA, LLC**

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

Steve Bernstein, authorized member

**WEAR YOUR MUSIC LLC**

a New York limited liability company

By its members and managers:

**AZU LLC**

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

Hannah Garrison,  
authorized member

**Wear Your Music LLC**

a Rhode Island limited liability company

By its members and managers:

**AZU LLC**

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

Hannah Garrison,  
authorized member

**ZENBU MEDIA, LLC**

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

Steve Bernstein,  
authorized member

**ZENBU MEDIA, LLC**

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

Steve Bernstein,  
authorized member



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

