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**MERGER OR SHARE EXCHANGE
ORLANDO REPERTORY THEATRE, INC.**

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ARTICLES OF MERGER

OF

ORLANDO REPERTORY THEATRE, A FLORIDA CORPORATION NOT FOR PROFIT
a Florida not for profit corporation
(document number N9200004879)

WITH AND INTO

ORLANDO REPERTORY THEATRE, INC.,
a Florida not for profit corporation
(document number 717136)

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, Orlando Repertory Theatre, A Florida Corporation Not for Profit, a Florida not for profit corporation and Orlando Repertory Theatre, Inc., a Florida not for profit corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Orlando Repertory Theatre, A Florida Corporation Not for Profit, a Florida not for profit corporation, with and into Orlando Repertory Theatre, Inc., a Florida not for profit corporation (the "Merger"):

FIRST: Pursuant to Sections 617.1101 and 617.1105 of the Florida Not for Profit Corporation Act, the Plan of Merger of Orlando Repertory Theatre, A Florida Corporation Not for Profit, a Florida not for profit corporation (the "ORT") with and into Orlando Repertory Theatre, Inc., a Florida not for profit corporation (the "Orlando Repertory Theatre"), is as follows:

(1) At the Effective Time (as hereinafter defined), ORT shall be merged with and into Orlando Repertory Theatre (the "Merger") and Orlando Repertory Theatre shall be the surviving company of the Merger. Orlando Repertory Theatre is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other causes in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

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(b) The Articles of Incorporation of ORT, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law.

(c) The Bylaws of ORT, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(d) The directors and officers of ORT immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(3) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

SECOND: Pursuant to Sections 617.1103 and 617.1105 of the Florida Not For Profit Corporation Act, the board of directors of ORT approved the Merger by a majority vote of its twenty-five (25) directors then in office at a meeting on February 12, 2009 by a vote of 14 to 0. ORT has no members.

THIRD: Pursuant to Sections 617.1103 and 617.1105 of the Florida Not For Profit Corporation Act, the board of directors of Orlando Repertory Theatre approved the Merger by a majority vote of its five (5) directors then in office at a meeting on February 12, 2009 by a vote of 5 to 0. Orlando Repertory Theatre has no members.

IN WITNESS WHEREOF, Orlando Repertory Theatre and ORT have caused these Articles of Merger to be signed on their behalf by their respective duly authorized representatives as of the 11th day of February, 2010.

ORLANDO REPERTORY THEATRE, A FLORIDA CORPORATION NOT FOR PROFIT, a Florida not for profit corporation

By: [Signature]
Carlos Barrica
Its Chairman

ORLANDO REPERTORY THEATRE, INC., a Florida not for profit corporation

By: [Signature]
Carlos Barrica
Its Chairman