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MERGER OR SHARE EXCHANGE  
ALPHA FLORIDA ENTERTAINMENT, L.L.C.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALPHA FLORIDA ENTERTAINMENT, INC. a Florida entity P98000046788

INTO

**ALPHA FLORIDA ENTERTAINMENT, L.L.C.**, a Florida entity, L00000007394

File date: October 19, 2000

Corporate Specialist: Lee Rivers

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ARTICLES OF MERGER

of

ALPHA FLORIDA ENTERTAINMENT, INC.

P98-46788

With and Into

ALPHA FLORIDA ENTERTAINMENT, L.L.C.

L-7244

Pursuant to the provisions of Sections 607.1109 and 608.438, Florida Statutes, Alpha Florida Entertainment, L.L.C. a Florida limited liability company, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger.

1. Parties to the Merger: The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Alpha Florida Entertainment, Inc., a Florida corporation (the "Merging Corporation"), and Alpha Florida Entertainment, LLC, a Florida limited liability company. The Surviving Entity in the Merger is Alpha Florida Entertainment, L.L.C., a Florida limited liability company (the "Surviving Entity").

2. Plan of Merger: The plan of merger is set forth in an Agreement and Plan of Merger, dated as of October 13, 2000, between the Merging Corporation and the Surviving Entity (the "Agreement of Merger"), a copy of which Agreement of Merger is attached hereto as Exhibit "A".

3. Approval: The Agreement of Merger was approved and adopted by (a) the sole shareholder of Merging Corporation on October 12, 2000 in accordance with applicable provisions of the Florida Business Corporation Act, F.S. Chapter 607, and (b) the members of the Surviving Entity on October 12, 2000 in accordance with the provisions of the Florida Limited Liability Company Act, F.S. Chapter 608.

4. Effective Date: The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

Dated the 13th day of October, 2000.

ALPHA FLORIDA ENTERTAINMENT, L.L.C.,  
a Florida limited liability company

By: [Signature]  
Thomas W. Aro, Manager

ALPHA FLORIDA ENTERTAINMENT, INC.  
a Florida corporation

By: [Signature]  
Thomas W. Aro, President

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Filed by: J. Gerstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller, et al  
150 West Flagler Street, Suite 2200  
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AGREEMENT AND PLAN OF MERGER

EXHIBIT "A"

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 13th day of October, 2000 by and between:

Alpha Florida Entertainment, Inc., a Florida corporation with its principal office located at 990 North West 166th Street, Suite A, Miami, Florida 33169 (hereinafter referred to as the "Merging Corporation"),

and

Alpha Florida Entertainment, L.L.C., a Florida limited liability company, with its principal office located at 5770 West Irlo Bronson Highway, Suite 407, Kissimmee, Florida 34746 (hereinafter referred to as the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors and Shareholders and Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. MERGER. The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity.

2. SURVIVING ENTITY. On and after the effective date of the Merger:

(a) The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act.

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(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the Surviving Entity.

3. TERMS AND CONDITIONS OF MERGER. The terms and conditions of the Merger are the following:

(a) Operating Agreement. The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

4. MANNER AND BASIS OF CONVERTING SHARES INTO SURVIVING ENTITY. The issued and outstanding shares and rights to acquire shares of the Merging Corporation shall be converted as follows:

(a) Each and every share of common stock in the Merging Corporation and each right to acquire shares of common stock or other securities of the Merging Corporation shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof; and

(b) The members of the Surviving Entity shall remain the members of the Surviving Entity.

5. APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Shareholders or members, as the case may be, of the Merging Corporation and the Surviving Entity. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Entity, the proper officers of the Merging Corporation and the Surviving entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. EFFECTIVE DATE OF MERGER. The Merger shall be effective upon the filing by the Surviving Entity of Articles of Merger relating to the Merger with the Department of State of the State of Florida.

7. MISCELLANEOUS.

(a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

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(c) Management of the Surviving Entity. The name and address of the manager of the Surviving Entity is:

<u>Name</u>	<u>Address</u>
Thomas W. Aro	c/o Alpha Hospitality Corporation 12 East 49th Street New York, New York 10017

(d) Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modifications.

IN WITNESS WHEREOF, Alpha Florida Entertainment, Inc. and Alpha Florida Entertainment, LLC have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

Constituent Entities:

ALPHA FLORIDA ENTERTAINMENT, INC.  
a Florida corporation, the Merging Corporation

By:   
Thomas W. Aro, President

ALPHA FLORIDA ENTERTAINMENT, LLC  
a Florida limited liability company, the Surviving Entity

By:   
Thomas W. Aro, Manager

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