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MERGER OR SHARE EXCHANGE

Gilco Realty, L.C.

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**ARTICLES OF MERGER
OF
GILCO REALTY, L.C.
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
GOLDEN NUGGET UNITS, L.C.
(TERMINATING DOMESTIC COMPANY)**

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: 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>
Gilco Realty, L.C. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company

Florida Document/Registration Number: L01000003258 FEI Number: 80-0030727

SECOND: 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>
Golden Nugget Units, L.C. 18001 Collins Avenue Sunny Isles Beach, FL 33160	Florida	profit limited liability company

Florida Document/Registration Number: L00000007687 FEI Number: 65-1024646

THIRD: The Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company January 1, 2007.

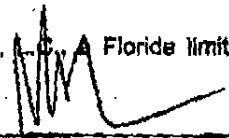
SIXTH: Adoption of Merger by the Merging Limited Liability Company:

The Plan of Merger was adopted by the members of the merging companies January 1, 2007.

SEVENTH: SIGNATURE(S):

Dated: January 1, 2007.

Gilco Realty, L.C., a Florida limited liability company

By: 
Name: Michael Dezer
Title: Manager

Golden Nugget Units, L.C., a Florida limited liability company

By: 
Name: Michael Dezer
Title: Managing Member

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 608.4382, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gilco Realty, L.C. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit limited liability company
Florida Document/Registration Number: L01000003258		FEI Number: 80-0030727

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging limited liability company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Golden Nugget Units, L.C. 18001 Collins Avenue Sunny Isles Beach, FL 33160	Florida	profit limited liability company
Florida Document/Registration Number: L00000007687		FEI Number: 65-1024646

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

- The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.
- The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.
- The managers of the surviving company at the effective time and date of the merger shall be as set forth in Paragraph Sixth below, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.
- All liabilities of the merging company shall become the responsibility of the surviving company.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other

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property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) limited liability company shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Michael Dezer
18001 Collins Avenue, 31st Floor
Sunny Isles Beach, FL 33160

Neomi Dezertsov
18001 Collins Avenue, 31st Floor
Sunny Isles Beach, FL 33160

Gli Dezer
18001 Collins Avenue, 31st Floor
Sunny Isles Beach, FL 33160

Dated: January 1, 2007.

Gilco Realty, L.C., a Florida limited liability company

By: 
Name: Michael Dezer
Title: Manager

Golden Nugget Units, L.C., a Florida limited liability company

By: 
Name: Michael Dezer
Title: Managing Member

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