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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**KNOT TEE TIME, LLC**

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**ARTICLES OF MERGER**  
**MERGING KNOT TEE TIME, LLC, A NORTH CAROLINA LIMITED LIABILITY COMPANY**  
**INTO KNOT TEE TIME, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

*LD-40538*

Pursuant to Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.4382 of the Florida Statutes, KNOT TEE TIME, LLC, a Florida limited liability company hereby delivers these Articles of Merger for the purpose of merging KNOT TEE TIME, LLC, a North Carolina limited liability company, into KNOT TEE TIME, LLC, a Florida limited liability company.

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.
2. The Plan was approved by KNOT TEE TIME, LLC, a North Carolina limited liability company, in accordance with the applicable provisions of Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and the consent of its sole member.
3. The Plan was approved by KNOT TEE TIME, LLC, a Florida limited liability company, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
4. The mailing address of the surviving entity is 789 Harbour Isles Court, North Palm Beach, Florida 33410. The surviving entity will file a statement of any subsequent change of its mailing address with the North Carolina Secretary of State.
5. These Articles of Merger will be effective upon filing.

KNOT TEE TIME, LLC  
 a North Carolina limited liability company

KNOT TEE TIME, LLC  
 a Florida limited liability company

By:  5/28/04  
 L. Kerry Vickar, Manager Date

By:  5/28/04  
 L. Kerry Vickar, Manager Date

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by KNOT TEE TIME, LLC, a North Carolina limited liability company (the "NC LLC"), and KNOT TEE TIME, LLC, a Florida limited liability company (the "FL LLC"), in accordance with the provisions of Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.438 of the Florida Statutes. The FL LLC is sometimes referred to herein as the "Surviving Entity".

- 1. Merger. The NC LLC will be merged with and into the FL LLC, pursuant to and in accordance with Sections 57C-9A-20 through 57C-9A-23 of the North Carolina General Statutes and Section 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of the NC LLC will cease, and the FL LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of the NC LLC and will be responsible for the debts, liabilities and obligations of the NC LLC.
- 2. Surviving Entity. The name of the Surviving Entity is KNOT TEE TIME, LLC.
- 3. Treatment of Ownership Interests. Each membership interest in the FL LLC issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each membership interest of the NC LLC issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
- 4. Management of Surviving Entity. Management of the Surviving Entity shall be vested in its Manager. The name and business address of the Manager of the Surviving Entity are set forth below.

L. Kerry Vickar  
789 Harbour Isles Court  
North Palm Beach, Florida 33410

KNOT TEE TIME, LLC  
a North Carolina limited liability company

KNOT TEE TIME, LLC  
a Florida limited liability company

By:  5/28/04  
L. Kerry Vickar, Manager Date

By:  5/28/04  
L. Kerry Vickar, Manager Date

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