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Division of Corporations

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**LD7000056885**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

Showplace of Flagler, LLC

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**ARTICLES OF MERGER**  
**OF**  
**SHOWPLACE OF FLAGLER, LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**  
  
**AND**  
**SHOWPLACE OF FLAGLER, INC.**  
**(TERMINATING DOMESTIC CORPORATION)**

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 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>
SHOWPLACE OF FLAGLER, LLC 4102 Buchanan Street Hollywood, FL 33021	Florida	profit limited liability company
Florida Document/Registration Number: L07000056885		FBI Number: 26-0264831

**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>
SHOWPLACE OF FLAGLER, INC. 4102 Buchanan Street Hollywood, FL 33021	Florida	profit corporation
Florida Document/Registration Number: P93000052147		FBI Number: 65-0420748

**THIRD:** The Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes and is attached hereto and made a part hereof.

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**FOURTH:** Adoption of Merger by the Surviving Company:

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

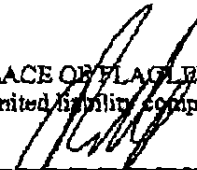
**SIXTH:** Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on January 1, 2007, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on January 1, 2007.

**SEVENTH:** SIGNATURE(S):

Dated: January 1, 2007.

SHOWPLACE OF FLAGLER, LLC, a  
Florida limited liability company

By:   
Ronald R. Fieldstone, Manager

SHOWPLACE OF FLAGLER, INC., a  
Florida corporation

By:   
Ronald R. Fieldstone, Secretary

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## PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, 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>
SHOWPLACE OF FLAGLER, LLC 4102 Buchanan Street Hollywood, FL 33021	Florida	profit limited liability company
Florida Document/Registration Number:	L07000056885 FEI Number: 26-0264831	

**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>
SHOWPLACE OF FLAGLER, INC. 4102 Buchanan Street Hollywood, FL 33021	Florida	profit corporation
Florida Document/Registration Number:	P93000052147 FEI Number: 65-0420748	

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

1. 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.
2. 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.
3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, 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.
4. All liabilities of the merging company shall become the responsibility of the surviving company.

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**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 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 share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The membership interests of the surviving company to be issued shall be in the same proportion as the ownership interest in the merging corporation.

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

Ronald R. Fieldstone  
201 Alhambra Circle, Suite 601  
Coral Gables, FL 33134

Reza Golkar  
1643 Brickell Avenue #705  
Miami, FL 33129

Michael Agha  
6301 Collins Avenue #2505  
Miami Beach, FL 33141

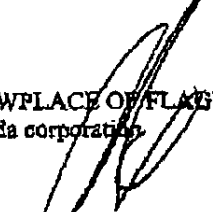
Michael Abbassi  
2000 S. Dixie Highway  
Suite 100  
Miami, FL 33133

Dated: January 1, 2007.

SHOWPLACE OF FLAGLER, LLC, a  
Florida limited liability company

By:   
Ronald R. Fieldstone, Manager

SHOWPLACE OF FLAGLER, INC., a  
Florida corporation

By:   
Ronald R. Fieldstone, Secretary

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