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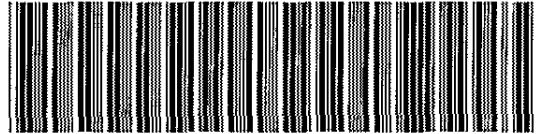
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 456066 7350932

AUTHORIZATION :

COST LIMIT :

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ORDER DATE : September 15, 2006

ORDER TIME : 11:01 AM

ORDER NO. : 456066-025

CUSTOMER NO: 7350932

ARTICLES OF MERGER

SUNSET HARBOUR HEALTH CLUB,
INC.

INTO

RIVE GAUCHE SOUTHEASTERN,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: _____

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ARTICLES OF MERGER OF
SUNSET HARBOUR HEALTH CLUB, INC.
INTO
RIVE GAUCHE SOUTHEASTERN, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations described herein, adopt the following Articles of Merger for the purposed of merging them into one of such corporations:

ARTICLE I

The names of the corporations which are parties to the within merger are SUNSET HARBOUR HEALTH CLUB, INC., a Florida corporation, and RIVE GAUCHE SOUTHEASTERN, INC., a Florida corporation. RIVE GAUCHE SOUTHEASTERN, INC. is the surviving corporation.

ARTICLE II

The Plan of Merger, containing the information required by Section 607.1104 of the Florida Statutes, is set forth in Exhibit "A", which is attached hereto and made a part hereof.

ARTICLE III

The Plan of Merger was adopted by the board of directors of SOUTHEASTERN FLORIDA PROPERTIES, INC., a Florida corporation, the parent and sole shareholder of both SUNSET HARBOUR HEALTH CLUB, INC. and RIVE GAUCHE SOUTHEASTERN, INC. on August 16, 2006 pursuant to Section 607.1104 of the Florida Statutes.

ARTICLE IV


The manner of adoption and vote of RIVE GAUCHE SOUTHEASTERN, INC., the surviving corporation, was as follows:

A shareholder vote and/or approval was not required. The merger was adopted by the board of directors without shareholder action on August 16, 2006.

ARTICLE V

The manner of adoption and vote of SUNSET HARBOUR HEALTH CLUB, INC., the nonsurviving corporation, was as follows:

A shareholder vote and/or approval was not required. The merger was adopted by the board of directors without shareholder action on August 16, 2006.



ARTICLE VI

These Articles of Merger will be effective on the 31st day of August, 2006 at 9:00 a.m.

DATED: August 16, 2006

SUNSET HARBOUR HEALTH CLUB, INC.
A Florida Corporation

By: _____


MICHAEL BEDZOW, President

RIVE GAUCHE SOUTHEASTERN, INC.
A Florida Corporation

By: _____


MICHAEL BEDZOW, President

SOLE SHAREHOLDER OF BOTH SUNSET
HARBOUR HEALTH CLUB, INC. and RIVE GAUCHE
SOUTHEASTERN, INC.;

SOUTHEASTERN FLORIDA PROPERTIES, INC.
A Florida Corporation

By: _____


MICHAEL BEDZOW, President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 16th day of August, 2006 by and between **SUNSET HARBOUR HEALTH CLUB, INC.**, a Florida corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as the "Nonsurviving Corporation"), **RIVE GAUCHE SOUTHEASTERN, INC.**, a Florida Corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as the "Surviving Corporation"), and **SOUTHEASTERN FLORIDA PROPERTIES, INC.**, a Florida corporation, whose principal office is located at 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 (hereinafter referred to as "SEFP") ("Nonsurviving Corporation, Surviving Corporation and SEFP are hereinafter collectively referred to as the "Parties").

WITNESSETH:

WHEREAS, Surviving Corporation has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of \$1.00 par value common stock, of which Two Thousand One Hundred (2,100) shares are issued and outstanding;

WHEREAS, Nonsurviving Corporation has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of \$1.00 par value common stock, of which One Thousand (1,000) shares are issued and outstanding;

WHEREAS, SEFP is the sole owner of all of the issued and outstanding stock of both Surviving Corporation and Nonsurviving Corporation;

WHEREAS, the boards of directors of SEFP, Surviving Corporation and Nonsurviving Corporation deem it desirable and in the best business interests of the corporations and their shareholders that Nonsurviving Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, stipulations and agreements hereinafter made and for other good and valuable considerations, the Parties hereby agree as follows:

ARTICLE I
MERGER

Nonsurviving Corporation shall merge with and into Surviving Corporation, which shall be the surviving corporation.

ARTICLE II
TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of Nonsurviving Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of Nonsurviving Corporation, without the necessity for any separate transfer. Surviving Corporation shall be responsible and liable for

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all liability and obligations of Nonsurviving Corporation, and neither the rights of creditors nor any liens on the property of Nonsurviving Corporation shall be impaired by the merger.

ARTICLE III CONVERSION OF SHARES

The manner and basis of converting the shares of Nonsurviving Corporation into shares of Surviving Corporation is as follows:

- A. Each share of the common stock of Nonsurviving Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Surviving Corporation, which shares of common stock of Surviving Corporation shall then be issued and outstanding.
- B. After the effective date of the merger, each holder of certificates for shares of common stock in Nonsurviving Corporation shall surrender them to Surviving Corporation or its duly appointed agent, in the manner that Surviving Corporation shall legally require. On receipt of the share certificates, Surviving Corporation shall issue and exchange certificates for shares of common stock in Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

ARTICLE IV CHANGES IN ARTICLES OF INCORPORATION

The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE V CHANGES IN BYLAWS

The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

ARTICLE VI DIRECTORS AND OFFICERS

The directors and officers of Surviving Corporation on the effective date of the merger shall continue as the officers and directors of Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

ARTICLE VII DISSENTING SHAREHOLDERS

The shareholders of the Surviving Corporation and the Nonsurviving Corporation who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provision of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

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ARTICLE VIII
EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the 31st day of August, 2006, at 9:00 a.m.

ARTICLE IX
EXECUTION OF AGREEMENT

This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the Parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

DATED this 16th day of August, 2006.

SUNSET HARBOUR HEALTH CLUB, INC.
A Florida Corporation

By: 
MICHAEL BEDZOW, President

RIVE GAUCHE SOUTHEASTERN, INC.

By: 
MICHAEL BEDZOW, President

SOLE SHAREHOLDER OF BOTH SUNSET HARBOUR
HEALTH CLUB, INC. and RIVE GAUCHE SOUTH-
EASTERN, INC.:

SOUTHEASTERN FLORIDA PROPERTIES, INC.,
A Florida Corporation

By: 
MICHAEL BEDZOW, President