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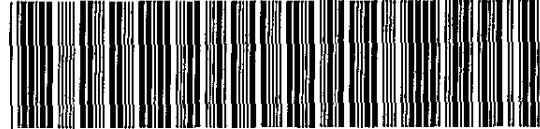
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 608832 80770A

AUTHORIZATION :

COST LIMIT : \$ 77.50

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04 MAY -14 PM 2:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : May 3, 2004

ORDER TIME : 10:03 AM

ORDER NO. : 608832-010

CUSTOMER NO: 80770A

CUSTOMER: Ms. Kathy Link
Boose, Casey, Ciklin, Lubitz,
19th Floor
515 North Flagler Drive
West Palm Beach, FL 33401

ARTICLES OF MERGER

MDC PGA PLAZA, LLC

INTO

PGA PLAZA ASSOCIATES, LTD.

FILE
SECOND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4387 and/or 620.203, Florida Statutes.

FIRST: 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> |
|---|---------------------|---------------------------|
| 1. MDC PGA Plaza, LLC 3501 PGA Boulevard, Suite 201 Palm Beach Gardens, Florida 33410 | Florida | limited liability company |
| Florida Document/Registration Number: L03000010883 | | FEI Number: 05-0562305 |
| 2. | | |
| Florida Document/Registration Number: | | FEI Number: |
| 3. | | |
| Florida Document/Registration Number: | | FEI Number: |
| 4. | | |
| Florida Document/Registration Number: | | FEI Number: |

(Attach additional sheet(s) if necessary)

SECOND: 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> |
|-----------------------------------|---------------------|---------------------|
| PGA Plaza Associates, Ltd. | Florida | limited partnership |
| 3501 PGA Boulevard, Suite 201 | | |
| Palm Beach Gardens, Florida 33410 | | |

Florida Document/Registration Number: ADYD000000727 FEI Number: 05-0562305

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual

MDC PGA PLAZA, LLC

By: Short Pump Entertainment, LLC,
Managing Member

By: Craig Menin, Manager

PGA PLAZA ASSOCIATES, LTD.

MDC, PGA Plaza Corp., its General Partner

By: Craig I. Menin, President

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

| | |
|--|---|
| <u>All Corporations:</u> | Signature of Chairman, Vice Chairman, President or any officer. |
| <u>All General Partnerships:</u> | Signatures of two partners. |
| <u>All Domestic Limited Partnerships:</u> | Signatures of all general partners. |
| <u>All Non-Florida Limited Partnerships:</u> | Signature of one general partner. |
| <u>All Limited Liability Companies:</u> | Signature of a member or authorized representative of a member. |
| <u>All Other Business Entities:</u> | In accordance with the laws of their jurisdiction. |

Make checks payable to Florida Department of State and mail to:

| | |
|--------------------------|--------------------------|
| <u>Mailing address:</u> | <u>Street Address:</u> |
| Division of Corporations | Division of Corporations |
| P.O. Box 6327 | 409 E. Gaines St. |
| Tallahassee, FL 32314 | Tallahassee, FL 32399 |

FILING FEES:

| | |
|-------------------------------------|---|
| For each Limited Partnership: | \$52.50 (If merger filed pursuant to s. 608.4382, \$25.00) |
| For each Limited Liability Company: | \$25.00 |
| For each Corporation: | \$35.00 |
| For each General Partnership: | \$25.00 |
| All Others: | No Charge |

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

MDC PGA Plaza, LLC

Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

PGA Plaza Associates, Ltd.

Florida

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

The members of MDC PGA Plaza, LLC shall receive a percentage partnership interest in PGA Plaza Associates, Ltd. which is equal to their percentage interest as a member of MDC PGA Plaza, LLC. MDC PGA Plaza Corp., which owns a .1% membership interest in MDC PGA Plaza, LLC, shall be the general partner of PGA Plaza Associates, Ltd. and Short Pump Entertainment, the other member of MDC PGA Plaza, LLC shall be a limited partner. The membership interests in MDC PGA Plaza, LLC shall be cancelled.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The members of MDC PGA Plaza, LLC, shall surrender their membership interests to PGA Plaza Associates, Ltd in exchange for percentage partnership interests in PGA Plaza Associates, Ltd. MDC PGA Plaza Corp. shall receive a general partnership interest and the other members shall receive limited partnership interests.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

n/a

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

MDC PGA Plaza Corp.
3501 PGA Boulevard
Suite 201
Palm Beach Gardens, Florida 33410

If General Partner is a Non-Individual,
Florida Document/Registration Number

P04000069571

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

n/a

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

n/a

EIGHTH: Other provisions, if any, relating to the merger:

n/s

(Attach additional sheet(s) if necessary)