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Florida Department of State
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MERGER OR SHARE EXCHANGE

CASCIONE FAMILY PARTNERSHIP, LIMITED

Certificate of Status	1
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 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>
Cascione Family Partnership, Limited 4000 South Eastern, Suite 220 Las Vegas, Nevada 89119	Nevada	Limited Partnership

EIN Number: 88-0412015

Cascione Family Partnership, Limited 1001 South Southlake Drive Hollywood, Florida 33019	Florida	Limited Partnership
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EIN Number: Applied For

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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>
Cascione Family Partnership, Limited 1001 South Southlake Drive Hollywood, Florida 33019	Florida	Limited Partnership

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THIRD:

The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

FOURTH:

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH:

The surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202(2) Florida Statutes.

SIXTH:

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 or organization of any limited liability company that is a party to the merger.

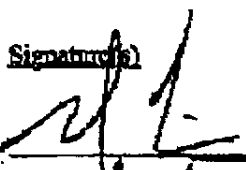
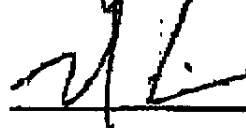
SEVENTH:

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

EIGHTH:

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

NINTH:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Cascione Family Partnership, Limited		Nicholas J. Cascione, Jr., President Cascione Management Corporation, General Partner
Cascione Family Partnership, Limited		Nicholas J. Cascione, Jr., President Cascione Management Corporation, General Partner

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.202 on December 29, 2005, is being submitted in accordance with section 620.201, Florida Statutes.

FIRST:

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

<u>Name</u>	<u>Jurisdiction</u>
Cascione Family Partnership, Limited	Nevada
Cascione Family Partnership, Limited	Florida

SECOND:

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

<u>Name</u>	<u>Jurisdiction</u>
Cascione Family Partnership, Limited	Florida

THIRD:

The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the Disappearing Limited Partnership shall cease, and the Surviving Limited Partnership shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the Disappearing Limited Partnership without the necessity for any separate transfer. The Surviving Limited Partnership shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Limited Partnership, and neither the rights of creditors nor any liens on the property of the Disappearing Limited Partnership shall be impaired by the merger.

FOURTH:

The manner and basis of converting the interests of each merged party into the interests of the survivor, in whole or in part, are as follows:

Ninety-nine percent (99%) of the limited partnership interest in the surviving party shall be distributed to the limited partners of the disappearing party based on current percentage of ownership.

Ninety-nine percent (99%) of the general partnership interest in the surviving party shall be distributed to the limited partners of the disappearing party based on current percentage of ownership.

The remaining one percent (1%) of the limited partnership interest shall remain in the current limited partners of the surviving party based on their current percentage of ownership.

The remaining one percent (1%) of the general partnership interest shall remain in the current general partners of the surviving party based on their current percentage of ownership.

FIFTH:

The name and address of the general partner is as follows:

Cascione Management Corporation
1001 South Southlake Drive
Hollywood, Florida 33019

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