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BILZIN, SUMBERG, ET AL

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NAME: WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1998

BILZIN SUMBERG DUNN PRICE & AXELROD LLP
KENDALL SPARKMAN

SUBJECT: WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP
AND AMERICA LIVE! AT FT. LAUDERDALE, LTD.
REF: W98000020560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The plan of merger must contain 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.

The plan of merger must contain the name(s) and address(es) of the general partner(s) of the surviving entity.

Please title documents "Articles of Merger" and "Plan of Merger".
"Statement of Merger" is not acceptable for this filing.,

A

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
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ARTICLES OF MERGER

WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP, a Florida limited partnership (the "Surviving Limited Partnership") and AMERICA LIVE! AT FT. LAUDERDALE, LTD., a Texas limited partnership (the "Non-Surviving Limited Partnership"), hereby state that and certify as follows, for the purposes of effecting a Merger between them, pursuant to Section 620.201 of the Florida Partnership Laws:

1. Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan") between the Non-Surviving and the Surviving Limited Partnership, the Plan has been approved the Surviving Limited Partnership in accordance with the applicable provisions of Chapter 620 of the Florida Statutes;

2. The merger shall become effective upon the later of the issuance of a Certificate of Merger by the Secretary of State of Texas or the filing of these Articles of Merger (the "Effective Date");

This instrument prepared by:
Steven D. Lear, Esquire
Florida Bar No. 607400
Bilzin Sumberg Dunn Price & Axelrod LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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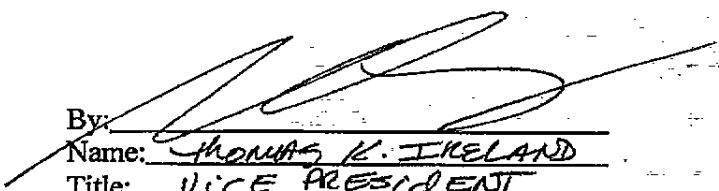
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3. The attached Exhibit "A" is a true copy of the Agreement and Plan of Merger (the "Plan") between WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP, a Florida limited partnership and AMERICA LIVE! AT FT. LAUDERDALE, LTD., a Texas limited partnership. As for each limited partnership, the Plan is duly authorized by all action required by the laws under which each limited partnership was formed or organized and by its constituent documents. WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP which shall be the surviving limited partnership with its chief executive office address at 12000 Biscayne Boulevard, Penthouse 810, Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of September, 2, 1998.


AMERICA LIVE! AT FT. LAUDERDALE, LTD., a
Texas limited partnership

By: World Mardi Gras at Ft. Lauderdale I, Inc., its
General Partner

By: 
Name: THOMAS K. IRELAND
Title: VICE PRESIDENT

WORLD MARDI GRAS AT FT. LAUDERDALE,
LIMITED PARTNERSHIP, a Florida limited
partnership

By: World Mardi Gras at Ft. Lauderdale I, Inc., its
General Partner

By: 
Name: MARK CAPEL
Title: PRESIDENT

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of AMERICA LIVE! AT FT. LAUDERDALE, LTD. ("Target"), a Texas limited partnership, with and into WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP ("Survivor"), a Florida limited partnership, its chief executive office address at 12000 Biscayne Boulevard, Penthouse 810, Miami, Florida 33181.

WITNESSETH:

WHEREAS, Target and Survivor wish to enter into a merger agreement according to which Target will merge with and into Survivor, and Survivor will be the surviving limited partnership.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. On the Effective Date (as defined below), Target shall merge with and into Survivor (the "Merger"). Immediately following the Merger, Survivor shall continue as the surviving limited partnership under the name "WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP" and the separate existence of Target shall cease. As of the Effective Date, all assets of Target shall vest in Survivor and all liabilities of Target shall become obligations of Survivor.

2. Terms and Conditions. The Merger shall become effective upon the later of the issuance of a Certificate of Merger by the Secretary of State of Texas or the Secretary of State of Florida (the "Effective Date") and shall have the effects set forth in Section 2.11 of the Texas Revised Limited Partnership Act.

3. Certificate of Limited Partnership. The certificate of limited partnership of the Survivor immediately prior to the Effective Date shall be the certificate of limited partnership of the surviving limited partnership immediately after the Effective Date.

4. Limited Partnership Agreement. The limited partnership agreement of the Survivor immediately prior to the Effective Date shall be the limited partnership agreement of the surviving limited partnership immediately after the Effective Date.

5. Conversion of Partnership Interests.

(a) Each general partnership interest and each limited partnership interest of Target immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and cease to exist, subject to paragraphs (b) and (c) below.

(b) Each general partnership interest and right to acquire general partnership interests in Target immediately before the Effective Date shall, by virtue of the Merger, be converted

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into a general partnership interest, or a right to acquire general partnership interests, in the same percentage ownership, of Survivor immediately after the Effective Date.

(c) Each limited partnership interest and right to acquire limited partnership interests in Target immediately before the Effective Date shall, by virtue of the Merger, be converted into a limited partnership interest, or a right to acquire limited partnership interests, in the same respective percentage ownership, of Survivor immediately after the Effective Date.

6. Duly Authorized Action. This Agreement and Plan of Merger was duly authorized by each of Target and Survivor by all action required by (i) the laws of the state of its formation and (ii) its constituent documents.

7. General Partner of Survivor. The name of the General Partner of the Survivor is World Mardi Gras At Ft. Lauderdale I, Inc., a Florida corporation, and its business address is 12000 Biscayne Boulevard, Penthouse 810, Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of _____, 1998.

AMERICA LIVE! AT FT. LAUDERDALE, LTD., a
Texas limited partnership

By: World Mardi Gras at Ft. Lauderdale I, Inc., its
General Partner

By: _____
Name: _____
Title: _____

WORLD MARDI GRAS AT FT. LAUDERDALE,
LIMITED PARTNERSHIP, a Florida limited
partnership

By: World Mardi Gras at Ft. Lauderdale I, Inc., its
General Partner

By: _____
Name: _____
Title: _____

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LIMITED PARTNERS CONSENTS

Agreed to and accepted this ____ day of _____, 1998

Limited Partners of AMERICA LIVE! AT FT. LAUDERDALE, LTD.:

CLASS A:
NORTHPORT MARDI GRAS

THOMAS K. IRELAND, President

CLASS B:

ARK SOUTH, INC.

By: _____
Name: _____
Title: _____

Limited Partners of WORLD MARDI GRAS AT FT. LAUDERDALE, LIMITED PARTNERSHIP:

CLASS A:

NORTHPORT MARDI GRAS, INC.

THOMAS K. IRELAND, President

CLASS B:

ARK SOUTH, INC.

By: _____
Name: _____
Title: _____

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