

L03000047842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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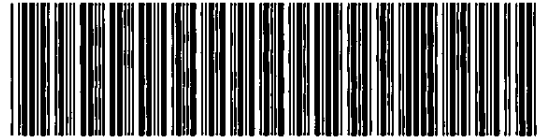
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 816324 109203A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 80.00

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07 MAR 22 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2007
ORDER TIME : 2:56 PM
ORDER NO. : 816324-005
CUSTOMER NO: 109203A

ARTICLES OF MERGER

ROYAL PALM ENTERTAINMENT, LLC

INTO

ROYAL PALM PARK WEST, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER
for
ROYAL PALM PARK WEST, LLC, a Florida limited liability company

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ROYAL PALM ENTERTAINMENT, LLC	Florida Organizational ID L03000030454	limited liability company
ROYAL PALM PARK WEST, LLC	Florida Organizational ID L03000047842	limited liability company

SECOND: The exact name, street address of its principal office, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ROYAL PALM PARK WEST, LLC 2500 N. Military Trail Suite 400 Boca Raton, Florida 33431	Florida Organizational ID L03000047842	limited liability company

THIRD: The attached plan of merger was approved, adopted, ratified and confirm by the managing members of each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The Effective Date of the Merger is MARCH 22, 2007, which date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If no date is specified than the Effective Date of the Merger shall be on the date on which this Certificate of Merger is filed with the Florida Secretary of State.

FIFTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the articles of organization or operating agreement of each of the entities that is a party to this merger.

IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed on this 22nd day of March, 2007.

ROYAL PALM PARK WEST, LLC, a Florida limited liability company

By: 
Daniel Kodsi, Manager

ROYAL PALM ENTERTAINMENT, LLC, a Florida limited liability company

By: 
Daniel Kodsi, Manager

**PLAN OF MERGER
OF ROYAL PALM ENTERTAINMENT, LLC AND ROYAL PALM PARK WEST, LLC**

This Plan of Merger made this 22nd day of March, 2007, was adopted and approved by the member and manager of Royal Palm Entertainment, LLC, a Florida limited liability company ("RP Entertainment") and Royal Palm Park West, LLC, a Florida limited liability company ("RP Park West") in accordance with the articles of organization and operating agreements of the entities, and Florida Statutes, Chapter 608.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
ROYAL PALM ENTERTAINMENT, LLC	Florida Organizational ID L03000030454	limited liability company
ROYAL PALM PARK WEST, LLC	Florida Organizational ID L03000047842	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
ROYAL PALM PARK WEST, LLC	Florida Organizational ID L03000047842	limited liability company

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

(1) RP Entertainment shall be merged with and into RP Park West and RP Park West shall be the surviving business entity (the "Surviving Entity"). As the Surviving Entity, RP Park West shall continue to exist and be governed by the Florida Limited Liability Company Act and the merger will have the effects specified in the Florida Limited Liability Company Act, including, but not limited to: (a) the separate and independent existence of RP Entertainment shall terminate and all of the real and personal property, assets, or every interest therein, and the rights, privileges, immunities, powers, franchises and authority held by RP Entertainment shall be immediately vested in RP Park West without further act or deed; (b) RP Park West shall be liability for all obligations of RP Entertainment and RP Park West; (c) any claim existing or action or proceeding pending by or against RP Park West or RP Entertainment may be continued as if the merger had not taken place, or RP Park West may be substituted for RP Entertainment in the proceeding; and (d) the rights of any creditors of RP Park West or RP Entertainment and any liens upon the property of RP Park West or RP Entertainment shall remain unimpaired.

(2) RP Entertainment and RP Park West will cause Articles and/or a Certificate of Merger to be filed with the Florida Secretary of State. The undersigned have authorized Daniel Kodosi, as the Manager on behalf of RP Entertainment and RP Park West to execute any such Articles and/or Certificate of Merger.

(3) The merger shall become effective on MARCH 22, 2007 (the "Effective Date of the Merger").

(4) Upon the Effective Date of the Merger, the articles of organization of RP Park West filed with the State of Florida on November 23, 2003 and assigned document number L03000047842, (the "Articles of Organization") shall become and remain the Articles of Organization of the Surviving Entity until otherwise amended and/or restated.

(5) Upon the Effective Date of the Merger, the Amended and Restated Operating Agreement of RP Park West dated December 30, 2004, (the "Operating Agreement") shall become and remain the Operating Agreement of the Surviving Entity until otherwise amended and/or restated.

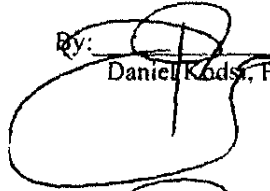
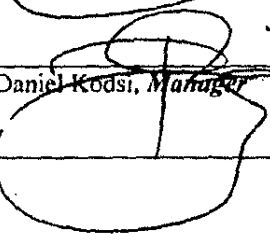

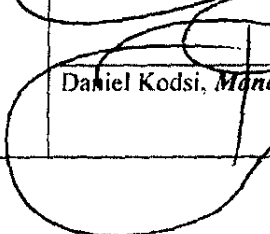
(6) Upon the Effective Date of the Merger, Daniel Kodosi shall continue as the Manager of RP Park West until resignation, replacement or as otherwise determined by the members of the Surviving Entity.

(7) Prior to the merger, the member of RP Entertainment and the member of RP Park West are one and the same, and holds the same respective membership interest (expressed as a percentage) in each entity. Therefore, upon the Effective Date of the Merger and by virtue of the merger without any other required action, the membership interest held in RP Entertainment shall be cancelled and no consideration shall be paid, and the membership interest in the Surviving Entity shall remain unchanged.

(8) This plan of merger may be executed and telecopied to the other party and that the executed telecopy shall be binding and enforceable as an original. This plan of merger may be executed in as many counterparts as may be required and it shall not be necessary that the signature of, or on behalf of, each party or that signatures of all persons required to bind any party appear on each counterpart; it shall suffice that the signature of, or on behalf of each party, or that the signatures of the persons required to bind any party, appear on one or more of such counterparts. All counterparts shall collectively constitute a single plan of merger.

Remainder of page intentionally blank – signatures appear on the following page

IN WITNESS WHEREOF, each of the entities being a party to the merger has caused this Plan of Merger to be executed on the date first above written.

<p>ROYAL PALM PARK WEST, LLC, a Florida limited liability company</p> <p>By: ROYAL PALM DIVERSIFIED HOLDINGS, INC., a Florida corporation <i>Sole Member</i></p> <p>By:  Daniel Kodsi, President</p> <p> Daniel Kodsi, <i>Manager</i></p>	<p>ROYAL PALM ENTERTAINMENT, LLC, a Florida limited liability company</p> <p>By: ROYAL PALM DIVERSIFIED HOLDINGS, INC., a Florida corporation <i>Sole Member</i></p> <p>By:  Daniel Kodsi, President</p> <p> Daniel Kodsi, <i>Manager</i></p>
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