

L05000017053

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FONTAINEBLEAU FLORIDA HOTEL, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
EF INVESTMENTS LLC
INTO
FONTAINEBLEAU FLORIDA HOTEL, LLC**

FONTAINEBLEAU FLORIDA HOTEL, LLC, a Florida limited liability company ("Hotel LLC"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of EF Investments LLC, a Florida limited liability company ("EF"), with and into Hotel LLC. Hotel LLC shall be the surviving business entity.

1. The Florida Document/Registration Number for EF is L05000014076.
2. The Florida Document/Registration Number for Hotel LLC is L05000017853.
3. A True copy of the Plan of Merger is attached hereto as "Exhibit A".
4. The foregoing Plan of Merger was approved by EF in accordance with Section 608.4381, Florida Statutes.
5. The foregoing Plan of Merger was approved by Hotel LLC in accordance with Section 608.4381, Florida Statutes.
6. The effective date of the merger is the date these Articles of Merger are filed with the Department of State ("Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the EF Investments LLC and Fontainebleau Florida Hotel, LLC as of the Effective Date.

EF INVESTMENTS LLC, a Florida limited liability company

By: Fontainebleau Florida Hotel Properties, LLC, a Florida limited liability company, its Managing Member

By: Fontainebleau Resort Properties I, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resort Holdings, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resorts, LLC, a Delaware limited liability company

By: 
Jeffrey Soffer, Manager

FONTAINEBLEAU FLORIDA HOTEL, LLC, a Florida limited liability company

By: Fontainebleau Florida Hotel Properties, LLC, a Florida limited liability company, its Managing Member

By: Fontainebleau Resort Properties I, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resort Holdings, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resorts, LLC, a Delaware limited liability company

By: 
Jeffrey Soffer, Manager

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"

**PLAN OF MERGER
OF EF INVESTMENTS LLC
WITH AND INTO
FONTAINEBLEAU FLORIDA HOTEL, LLC**

EF Investments LLC, a Florida member-managed limited liability company, and Fontainebleau Florida Hotel, LLC, a Florida member-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438 Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are EF Investments LLC, a Florida member-managed limited liability company ("EF"), and Fontainebleau Florida Hotel, LLC, a Florida member-managed limited liability company ("Hotel LLC").

2. Pursuant to the provisions of the Florida Limited Liability Company Act (the "Florida LLC Act"), EF shall be merged with and into Hotel LLC. Hotel LLC shall be the surviving business entity upon the effective date of the merger and shall continue to exist as the surviving limited liability company under its present name pursuant to the provisions of the Florida LLC Act. The separate existence of EF the merging entity shall cease upon the effective date of the merger in accordance with the Florida LLC Act.

3. The Articles of Organization and Operating Agreement of Hotel LLC, as existing and contained on the Effective Date of the Merger, shall continue in full force and effect until duly amended or restated.

4. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

5. Fontainebleau Florida Hotel Properties, LLC, a Florida limited liability company ("Hotel Properties") is the sole member of each of EF and Hotel LLC and holds 100% of the member interests of each of EF and Hotel LLC. All of the member interests of EF shall be converted into member interests of Hotel LLC; however, no new member interests in Hotel LLC will be issued since Hotel Properties holds 100% of the member interests in Hotel LLC. The member interests in Hotel LLC held by Hotel Properties shall include the rights and benefits granted to a member of Hotel LLC pursuant to the Operating Agreement of Hotel LLC.

6. The name and address of the sole managing member of Hotel LLC is: Fontainebleau Florida Hotel Properties, LLC, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

7. The Sole Member/Managing Member of EF and the Sole Member/Managing Member of Hotel LLC have approved the merger and adopted this Plan effective as of April 26, 2005.

8. There are no other terms or conditions to the merger.

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STATE OF FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

[Signatures page to Plan of Merger — EF Investments LLC into Fontainebleau Florida Hotel, LLC]

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Managing Member of each of EF and Hotel LLC.

EF INVESTMENTS LLC, a Florida limited liability company

By: Fontainebleau Florida Hotel Properties, LLC, a Florida limited liability company, its Managing Member

By: Fontainebleau Resort Properties I, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resort Holdings, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resorts, LLC, a Delaware limited liability company

By: 
Jeffrey Soffer, Manager

FONTAINEBLEAU FLORIDA HOTEL, LLC, a Florida limited liability company

By: Fontainebleau Florida Hotel Properties, LLC, a Florida limited liability company, its Managing Member

By: Fontainebleau Resort Properties I, LLC, a Delaware limited liability company, its Managing Member

By: Fontainebleau Resort Holdings, LLC, a Delaware limited liability company, its Managing Member

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