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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

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TALLAHASSEE FLORIDA

ORDER DATE : March 30, 2007

ORDER TIME : 1:30 PM

ORDER NO. : 829548-005

CUSTOMER NO: 7223174

ARTICLES OF MERGER

FONTAINEBLEAU FLORIDA TOWER  
4, LLC

INTO

FONTAINEBLEAU FLORIDA HOTEL,  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER OF  
FONTAINEBLEAU FLORIDA TOWER 4, LLC  
INTO  
FONTAINEBLEAU FLORIDA HOTEL, LLC**

**FILED**  
07 MAR 30 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 FONTAINEBLEAU FLORIDA TOWER 4, LLC, a Florida limited liability company ("Tower 4") with and into Hotel LLC. Hotel LLC shall be the surviving business entity.

1. The Florida Document/Registration Number for Tower 4 is L05000018097.
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 Tower 4 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 as of the Effective Date by Fontainebleau Florida Tower 4, LLC and Fontainebleau Florida Hotel, LLC.

**FONTAINEBLEAU FLORIDA TOWER 4,  
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, its  
Managing Member  
By: Soffer Fontainebleau Associates,  
Limited Partnership, a Florida limited  
partnership, its Manager  
By: Fontainebleau Resorts Managing  
Member, LLC, a Florida limited  
liability company, its General Partner

By:   
Jeffrey Soffer, Managing Member

**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, its Managing  
Member  
By: Soffer Fontainebleau Associates,  
Limited Partnership, a Florida limited  
partnership, its Manager  
By: Fontainebleau Resorts Managing  
Member, LLC, a Florida limited liability  
company, its General Partner

By:   
Jeffrey Soffer, Managing Member

**EXHIBIT "A"**  
**PLAN OF MERGER**  
**OF FONTAINEBLEAU FLORIDA TOWER 4, LLC**  
**WITH AND INTO**  
**FONTAINEBLEAU FLORIDA HOTEL, LLC**

Fontainebleau Florida Tower 4, 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 Fontainebleau Florida Tower 4, LLC, a Florida member-managed limited liability company ("Tower 4") 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"), Tower 4 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 Tower 4, 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 constituted 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 Tower 4 and Hotel LLC and holds 100% of the member interests of each of Tower 4 and Hotel LLC. All of the member interests of Tower 4 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, 19950 West Country Club Drive, Tenth Floor, Aventura, Florida 33180.

7. The Sole Member/Managing Member of Tower 4 and the Sole Member/Managing Member of Hotel LLC have approved the merger and adopted this Plan effective as of March 30, 2007.

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

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Managing Member of each of Tower 4 and Hotel LLC.

**FONTAINEBLEAU FLORIDA  
TOWER 4, 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,  
its Managing Member  
By: Soffer Fontainebleau Associates,  
Limited Partnership, a Florida  
limited partnership, its Manager  
By: Fontainebleau Resorts Managing  
Member, LLC, a Florida limited  
liability company, its General  
Partner

By:   
Jeffrey Soffer, Managing Member

**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,  
its Managing Member  
By: Soffer Fontainebleau Associates,  
Limited Partnership, a Florida  
limited partnership, its Manager  
By: Fontainebleau Resorts Managing  
Member, LLC, a Florida limited  
liability company, its General Partner

By:   
Jeffrey Soffer, Managing Member