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(City/State/Zip/Phone #)

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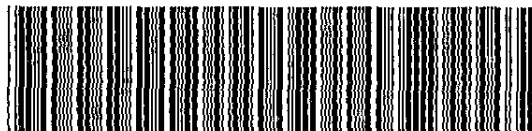
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Certified Copies _____

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2006 JAN 26 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06 JAN 25 PM 4:24



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 834004 7179256

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 155.00

FILED
2006 JAN 26 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 2006

ORDER TIME : 10:41 AM

ORDER NO. : 834004-005

CUSTOMER NO: 7179256

180.00

ARTICLES OF MERGER

LEGENDS/CEDAR POINTE, LLC
ET AL

INTO

CEDAR POINTE I, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina Dunlap ext 2951

EXAMINER'S INITIALS: _____

FILED
2006 JAN 26 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
Legends/Cedar Pointe, LLC	Florida	Limited liability company
RMC JAX/Cedar Pointe, LLC	Florida	Limited liability company
Enganeared Investments/Cedar Pointe, LLC	Florida	Limited liability company
TMUP Cedar Pointe, LLC	Florida	Limited liability company
Golden Gate Cedar Pointe, LLC	Florida	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cedar Pointe I, LLC	Florida	Limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

NA

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

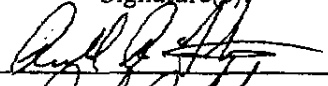
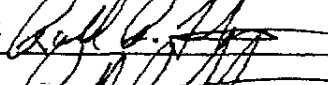
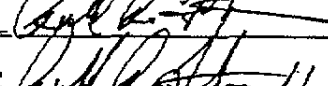
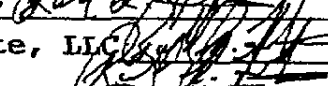
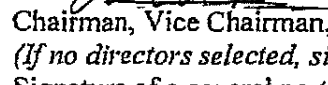
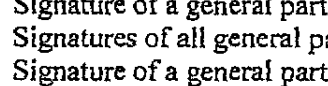
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: NA

NA
Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Legends/Cedar Pointe, LLC		Ronald R. Faustini
RMC JAX/Cedar Pointe, LLC		Ronald R. Faustini
Enganeared Investments/ Cedar Pointe, LLC		Ronald R. Faustini
TMUP Cedar Pointe, LLC		Ronald R. Faustini
Golden Gate Cedar Pointe, LLC		Ronald R. Faustini
CEDAR POINTE I, LLC		Ronald R. Faustini

Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships: Signature of a general partner or authorized person

Florida Limited Partnerships: Signatures of all general partners

Non-Florida Limited Partnerships: Signature of a general partner

Limited Liability Companies: Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on 25 day of January, 2006, by and between CEDAR POINTE I, LLC, a Florida limited liability company (the "Surviving Company") and LEGENDS/CEDAR POINTE, LLC, a Florida limited liability company, and RMC JAX/CEDAR POINTE, LLC, a Florida limited liability company, and ENGANEARED INVESTMENTS/CEDAR POINTE, LLC, a Florida limited liability company, and TMUP CEDAR POINTE, LLC, a Florida limited liability company, and GOLDEN GATE CEDAR POINTE, LLC, a Florida limited liability company, (collectively the "Merged Companies"), said Surviving Company and Merged Companies being sometimes hereinafter collectively referred to as the "Constituent Entities".

WITNESSETH:

WHEREAS, Ronald R. Faustini is the sole member of the Surviving Company and the Surviving Company is the sole member of each of the Merged Companies; and

WHEREAS, as the sole member of each of the Merged Companies, the Surviving Company deems it advisable that the Merged Companies shall be merged into the Surviving Company under the laws of the State of Florida in the manner provided therefore pursuant to Sections 608.438-608.4383, Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Entities hereby agree that the Merged Companies shall be merged into the Surviving Company.
2. Name of the surviving business. The name of the Surviving Company shall be "CEDAR POINTE I, LLC".
3. Articles of Organization and Operating Agreement. There shall be no changes or amendments to the Surviving Company's Articles of Organization as a result of this Plan of Merger and the Operating Agreement of Cedar Pointe I, LLC, as amended, shall be the Operating Agreement of the Surviving Company.
4. Manner and Basis of Converting Interest. Since the Surviving Company is the sole member of each of the Merged Companies, no membership unit or interest in the Surviving Company shall be given to any member of the Merged Companies on account of there having been members or owners of membership interests or units in such Merged Companies. Upon the Effective Date as set forth below, the membership interests or units of the Merged Companies shall be cancelled, and Ronald R. Faustini shall be the sole member of the Surviving Company.

5. Reporting of Assets at Book Value in Accounts of Surviving Company; Pooling of Interests.


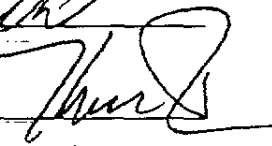
The assets of the Merged Companies shall be reported in the accounts of the Surviving Company at their book value as of the Effective Date in accordance with generally accepted accounting principles.


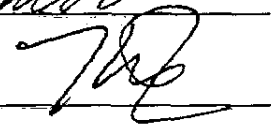
6. Effective Date of Plan of Merger. This Plan of Merger shall become effective on the effective date of the filing of the Certificate of Merger with the Office of the Secretary of State of Florida (the "Effective Date").

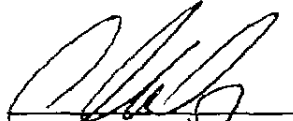
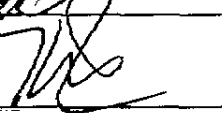
IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto on the date set forth above.


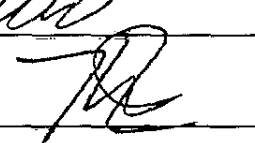
[Signatures on Next Page]



WITNESSES:





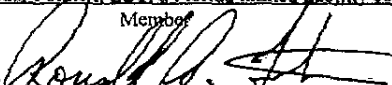



CEDAR POINTE I, LLC, a Florida limited liability company

By: 
Ronald R. Faustini, General Manager

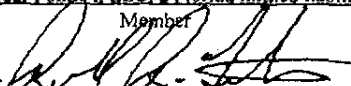
LEGENDS/CEDAR POINTE, LLC, a Florida limited liability company

By: Cedar Pointe I, LLC, a Florida limited liability company
Member

Name: 
Ronald R. Faustini, General Manager

RMC JAX/CEDAR POINTE, LLC, a Florida limited liability company

By: Cedar Pointe I, LLC, a Florida limited liability company
Member

Name: 
Ronald R. Faustini, General Manager

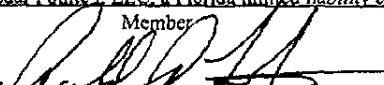
ENGANEARED INVESTMENTS/CEDAR POINTE, LLC, a Florida limited liability company

By: Cedar Pointe I, LLC, a Florida limited liability company
Member

Name: 
Ronald R. Faustini, General Manager

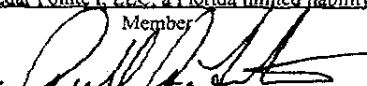
TMUP CEDAR POINTE, LLC, a Florida limited liability company

By: Cedar Pointe I, LLC, a Florida limited liability company
Member

Name: 
Ronald R. Faustini, General Manager

GOLDEN GATE CEDAR POINTE, LLC, a Florida limited liability company

By: Cedar Pointe I, LLC, a Florida limited liability company
Member

Name: 
Ronald R. Faustini, General Manager