

SEP-29-2005 11:16

FROM

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Florida Department of State
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MERGER OR SHARE EXCHANGE

PALMAS SERVICES, LLC

Certificate of Status	0
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Page Count	04
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60.00

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EFFECTIVE DATE
10-1-05

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with §607.1109 and §608.4382 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Palmas, Inc. Mexican Pavilion-Epcot Center P.O. Box 22136 Lake Buena Vista, Florida 32830	Florida	Corporation

Florida Document/Registration Number: H59479 FEI Number: 592615010

2. Palmas Services, LLC Mexican Pavilion-Epcot Center P.O. Box 22136 Lake Buena Vista, Florida 32830	Florida	Limited Liability Co.
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Florida Document/Registration Number: L05000082789 FEI Number: 20-3372604

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Palmas Services, LLC Mexican Pavilion-Epcot Center P.O. Box 22136 Lake Buena Vista, Florida 32830	Florida	Limited Liability Co.

Florida Document/Registration Number: L05000082789 FEI Number: 20-3372604

THIRD: The attached Plan of Merger meets the requirements of §607.1108 and §608.438, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Florida limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective at 12:00 A.M. on the later of October 1, 2005, or the date on which this certificate of merger has been filed with the Secretary of State of Florida.

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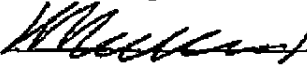
FIFTH: The address of the registered office for the surviving entity is located at Mexican Pavilion-Epcot Center, Lake Buena Vista, FL 32830 and the registered agent at such office for the surviving entity is Richard D. Debler.

SIXTH: The organizational documents of the surviving entity shall be its organizational documents.

SEVENTH: The managers of the surviving entity and their business addresses are as follows:

Richard D. Debler
Mexican Pavilion Epcot
Lake Buena Vista, FL

SEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name/Title</u>
Palmas, Inc.		Richard Debler, President
Palmas Services, LLC		Richard Debler, President

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PLAN OF MERGER

The following plan of merger was adopted and approved by each party to the merger in accordance with §607.1108 and §608.438 Florida.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Palmas, Inc. Mexican Pavilion-Epcot Center P.O. Box 22136 Lake Buena Vista, Florida 32830	Florida	Corporation

Florida Document/Registration Number: H59479 FEI Number: 592615010

2. Palmas Services, LLC Mexican Pavilion-Epcot Center P.O. Box 22136 Lake Buena Vista, Florida 32830	Florida	Limited Liability Co.
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Florida Document/Registration Number: L05000082789 FEI Number: 20-3372604

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Palmas Services, LLC	Florida

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

Persons who are managers of the surviving party on the Effective Date shall be and remain and continue to be managers of the surviving party; such managers shall hold office until their respective successors are elected or appointed in the manner provided in the Operating Agreement of the surviving party.

The separate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of the surviving entity shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence and purposes of Palmas, Inc. shall be continued in and merged into the surviving entity and the surviving entity shall be fully vested therewith.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

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On the effective date of the merger, each membership interest in Palmas Services, LLC shall remain unaffected by the merger.

On the effective date of the merger, each share of common stock of Palmas, Inc. One Dollar (\$1.00) par value, issued and outstanding immediately prior to the effective date (other than shares of common stock held in treasury) shall be surrendered to the Corporation and by virtue of the merger, shall be converted into one membership unit in Palmas Services, LLC.

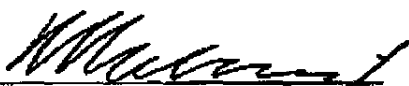
FIFTH: The organizational documents of the surviving entity shall be its organizational documents; no changes or amendments are desired.

SIXTH: The merger shall become effective at 12:00 A.M. on the later of October 1, 2005, or the date on which the articles of merger have been filed with the Secretary of State of Florida.

PALMAS, INC.

PALMAS SERVICES, LLC

By: 
Richard Debler, President

By: 
Richard Debler, President

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