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HART LAW FIRM

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Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Water's Edge Motor Coach Resort, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

D. BRUCE

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EXAMINER

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**CERTIFICATE OF MERGER
BY AND BETWEEN
WATER'S EDGE MOTOR COACH RESORT, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
AND
WATER'S EDGE RESORT SALES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

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

Water's Edge Motor Coach Resort, LLC
Address: 1730 S. Federal Hwy, #380, Delray Beach, FL 33483
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L05000085646
FEIN: 203831419

Water's Edge Resort Sales, LLC
Address: 1730 S. Federal Hwy, #380, Delray Beach, FL 33483
Jurisdiction: Florida
Entity Type: Limited Liability 05000085660
FEIN: 203831366

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

Water's Edge Motor Coach Resort, LLC
Address: 1730 S. Federal Hwy, #380, Delray Beach, FL 33483
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L05000085646
FEIN: 203831419

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

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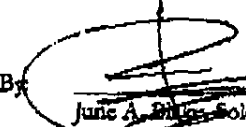
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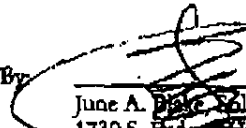
FOURTH: The merger shall become effective as of the date the Certificate of Merger are filed with the Florida Department of State.

Dated: February 26 2010.

Water's Edge Motor Coach Resort, LLC

By 
June A. Blake, Sole Member/Manager
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

Water's Edge Resort Sales, LLC

By 
June A. Blake, Sole Member/Manager
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

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**WRITTEN ACTION OF
THE SOLE MEMBER OF
WATER'S EDGE RESORT SALES, LLC**

The undersigned, being the sole Member/Manager of Water's Edge Resort Sales, LLC, a Florida limited liability company (the "Company"), does hereby consent to and adopt the following resolutions:

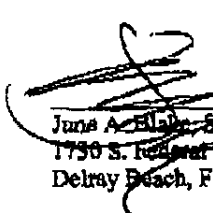
RESOLVED that it is in the best interests of the Company to merge with Water's Edge Motor Coach Resort, LLC, a Florida limited liability company ("WEMCR") with WEMCR as the surviving entity.

FURTHER RESOLVED that the Plan of Merger of the Company and Water's Edge Motor Coach Resort, LLC in the form attached as Exhibit "A" is hereby approved and adopted.

FURTHER RESOLVED that June A. Blake, as the sole Member/Manager of the Company is hereby authorized, empowered and directed to act on behalf of the Company: (a) to execute Certificate of Merger and a Plan of Merger to effect the merger of the Company with WEMCR and such other documents as may be required; (b) to file the Certificate of Merger with the Florida Department of State; and (c) to execute and deliver such other documents and take such other action in connection therewith, as it may, in its sole discretion, deem necessary or desirable to effect the merger with WEMCR.

FURTHER RESOLVED that any and all actions heretofore or hereafter taken by any officer of the Company in effecting and/or carrying out the intent of the foregoing resolution are hereby ratified, confirmed and approved.

Dated: February 26, 2010.


June A. Blake, Sole Member/Manager
1730 S. Redwood Hwy, #380
Delray Beach, FL 33483

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**WRITTEN ACTION OF
THE SOLE MEMBER OF
WATER'S EDGE MOTOR COACH RESORT, LLC**

The undersigned, being the sole Member/Manager of Water's Edge Motor Coach Resort, LLC, a Florida limited liability company (the "Company"), does hereby consent to and adopt the following resolutions:


RESOLVED that it is in the best interests of the Company to merge with Water's Edge Resort Sales, LLC, a Florida limited liability company ("WERS") with the Company as the surviving entity.

FURTHER RESOLVED that the Plan of Merger of the Company and Water's Edge Resort Sales, LLC in the form attached as Exhibit "A" is hereby approved and adopted.

FURTHER RESOLVED that June A. Blake, as the sole Member/Manager of the Company is hereby authorized, empowered and directed to act on behalf of the Company: (a) to execute Certificate of Merger and a Plan of Merger to effect the merger of the Company with WERS and such other documents as may be required; (b) to file the Certificate of Merger with the Florida Department of State; and (c) to execute and deliver such other documents and take such other action in connection therewith, as it may, in its sole discretion, deem necessary or desirable to effect the merger with WERS.

FURTHER RESOLVED that any and all actions heretofore or hereafter taken by any officer of the Company in effecting and/or carrying out the intent of the foregoing resolution are hereby ratified, confirmed and approved.

Dated: February 26, 2010.


June A. Blake, Sole Member/Manager
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

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**PLAN OF MERGER
OF
WATER'S EDGE MOTOR COACH RESORT, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
WATER'S EDGE RESORT SALES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The name and state of organization of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF ORGANIZATION
Water's Edge Motor Coach Resort, LLC 1730 S. Federal Hwy, #380 Delray Beach, FL 33483	Florida
Water's Edge Resort Sales, LLC 1730 S. Federal Hwy, #380 Delray Beach, FL 33483	Florida

SECOND: The surviving entity of the Merger is Water's Edge Motor Coach Resort, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The merger shall be effective as of the filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the membership interests of the Constituent Entities are as follows:

(a) Corporate Existence

(i) From and after the Effective Time, the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way

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impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Time, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing as of the Effective Time, shall be the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the managers of the Surviving Entity holding office immediately prior to the Effective Time shall be the managers of the Surviving Entity, each to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Securities

Each membership interest of Water's Edge Resort Sales, LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted to one membership interest in the Surviving Entity.

(c) Management

The management of the Surviving Entity is vested in the following manager:

June A. Blake
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

Dated: February 26, 2010.

WATER'S EDGE MOTOR COACH RESORT, LLC

By: _____

June A. Blake, sole Member/Manager
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

WATER'S EDGE RESORT SALES, LLC

By: _____

June A. Blake, sole Member/Manager
1730 S. Federal Hwy, #380
Delray Beach, FL 33483

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