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The Citadel Group, LC
3326 Mary Street, Suite 402
Coconut Grove, Florida 33133
Ph. (786) 552-9780
Fax (786) 552-9784

FACSIMILE COVER PAGE

TO: Tammy
COMPANY: Florida Department of State
TELEFAX NO.: 850-245-6030
TELEPHONE: 850-245-6051
FROM: Beatriz Guerra, Assistant
to George Befeler, Chairman
RE: Moulin Rouge at Meridian, LC
DATE: June 14, 2006

Total number of pages (including this page) 8

If you do not receive all of the pages indicated above, please call Beatriz at 786-552-9780 ext. 10

MESSAGE: Pursuant to our telephone conversation, I am faxing a copy of the Certificate of Merger for Moulin Rouge at Meridian, LC. for filing. Kindly provide us with a certified copy of the Merger, via Federal Express, overnight delivery. Our Federal Express Account Number is:

Should you have any questions, please contact me at the above number. Thank you for your generous cooperation and assistance in this matter.

This facsimile contains privileged and confidential information intended only for the use of the addressee(s) named above. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original facsimile to us at the above address via the United States Postal Service. Thank you. -

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Moulin Rouge at Meridian, LC.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

George Befeler, Esq.
(Contact Person)
The Citadel Group, L.C.
(Firm/Company)
3326 Mary Street, #402
(Address)
Coconut Grove, FL 33133
(City, State and Zip Code)

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For further information concerning this matter, please call:

Beatriz Guerra at (706) 552-9700
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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>
Moulin Rouge, LC	Florida	LLC
Moulin Rouge at Meridian, LC	Florida	LLC
05-100102		

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>
Moulin Rouge at Meridian, LC	Florida	LLC

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.

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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:

N/A

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:

N/A

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 entitles 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:

N/A

Mailing address:

N/A.

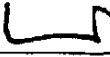
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TALLAHASSEE, FLORIDA


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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:
<u>Moulis Rouge, LC</u>		<u>George Befeler, Mbr</u>

<u>Moulis Rouge et Meridian, LC</u>		<u>George Befeler, Mbr</u>
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Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator)</i>
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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
Moulin Rouge, LC	Florida	LLC
Moulin Rouge at Meridian, LC	Florida	LLC

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>
Moulin Rouge at Meridian, LLC	Florida	LLC

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

The two merging limited liability companies will merge as of the Effective Date and the surviving limited liability company shall be Moulin Rouge at Meridian, LC, wherein Moulin Rouge, LC shall be extinguished. The Member of the surviving corporation shall be MR Holdings of Miami Corporation.

(Attach additional sheet if necessary)

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FOURTH:

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

N/A

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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