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Division of Corporations

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Florida Department of State
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Division of Corporations
Fax Number : (850) 305-0380

From:

Account Name : SHUTTS & BOWEN, LLP
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

COSTA BLANCA I REAL ESTATE, LLC

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**ARTICLES OF MERGER
OF
COSTA BLANCA REAL ESTATE, INC.
WITH AND INTO
COSTA BLANCA I REAL ESTATE, LLC**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type of the **SURVIVING ENTITY** are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Costa Blanca I Real Estate, LLC 2462 Sand Lake Road Orlando, Florida 32809	Florida	Limited Liability Company
Florida Document/Registration Number: L05000115417 FEI Number: 86-1153117		

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the **MERGING ENTITY** are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Costa Blanca Real Estate, Inc. 2462 Sand Lake Road Orlando, Florida 32809	Florida	Corporation
Florida Document/Registration Number: P04000167634 FEI Number: 26-0103621		

THIRD: The Plan of Merger attached hereto as Exhibit "A" meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and domestic limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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SEVENTH: SIGNATURES FOR EACH PARTY:

Surviving Entity:

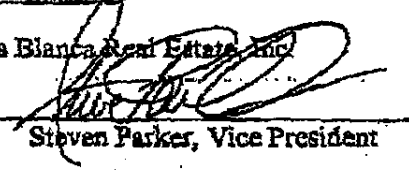
Costa Blanca I Real Estate, LLC

By: Tierra Del Sol Resort, Inc., its Managing Member

By: 
Steven Parker, Vice President

Merging Entity:

Costa Blanca Real Estate, Inc.

By: 
Steven Parker, Vice President

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TALLAHASSEE, FLORIDA

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Exhibit "A"

**PLAN OF MERGER
FOR
MERGER
OF
COSTA BLANCA REAL ESTATE, INC.
WITH AND INTO
COSTA BLANCA I REAL ESTATE, LLC**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108(5) and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of the MERGING ENTITY is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Costa Blanca Real Estate, Inc.	Florida

SECOND: The exact name and jurisdiction of the SURVIVING ENTITY is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Costa Blanca I Real Estate, Inc.	Florida

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

Costa Blanca Real Estate, Inc. ("Merging Entity") will merge with and into Costa Blanca I Real Estate, LLC ("Surviving Entity"), so that following such merger all assets, properties, rights, privileges and franchises of Merging Entity shall vest in Surviving Entity, and all debts and liabilities of Merging Entity will become debts and liabilities of Surviving Entity. The Articles of Organization and Operating Agreement of Surviving Entity will be the Articles of Organization and Operating Agreement of the Surviving Entity following the merger, until thereafter amended in accordance with the provisions thereof and applicable law. The current managers and officers of Surviving Entity will be the initial managers and officers of Surviving Entity following the merger, and they shall continue to hold office until their respective successors are duly elected and qualified.

FOURTH: The manner and basis of converting the shares of Merging Entity into the interests of Surviving Entity are as follows:

The sole shareholder of Merging Entity shall surrender its shares to Surviving Entity on or before December 16, 2005. Upon surrender to Surviving Entity of its shares of Merging Entity, the sole shareholder of Merging Entity, who is also the sole member of Surviving Entity, will own 100% of the interests of Surviving Entity.

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FIFTH: The name and address of the sole manager of Surviving Entity is as follows:

Tierra Del Sol Resort, Inc.
2462 Sand Lake Road
Orlando, Florida 32809

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TALLAHASSEE, FLORIDA

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