

LD7000071347

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(City/State/Zip/Phone #)

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09 JUL 31 AM 11:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## **CERTIFICATE AND ARTICLES OF MERGER**

for

**NOLE TWO, LLC,  
a Florida limited liability company**

and

**ATTRACTIONS REAL ESTATE, LLC,  
a Florida limited liability company**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 JUL 31 AM 11:48

**FILED**

The following *Certificate and Articles of Merger* is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, *Florida Statutes* (2008).

**FIRST:** Each of the **merging** parties is a limited liability company and each was organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for each **merging** party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to each **merging** party are as follows:

<b><u>Name:</u></b>	<b><u>Date Filed</u></b>	<b><u>Document Number</u></b>
Nole Two, LLC	July 10, 2007	L07000071346
Attractions Real Estate, LLC	July 10, 2007	L07000071347

**SECOND:** The surviving party is a limited liability company organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for the **surviving** party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to the **surviving** party are as follows:

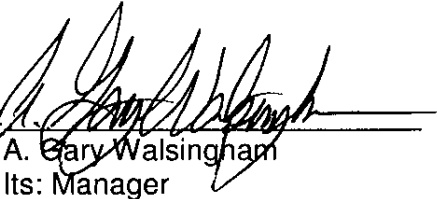
<b><u>Name:</u></b>	<b><u>Date Filed</u></b>	<b><u>Document Number</u></b>
Attractions Real Estate, LLC	July 10, 2007	L07000071347

**THIRD:** The attached *Plan of Merger* was unanimously approved by the Members and Manager of each limited liability company (and therefore the entity itself) that is a party to the merger in accordance with the laws of their respective state of formation or organization (i.e. the State of Florida) and Chapter 608, Florida Statutes (2008).

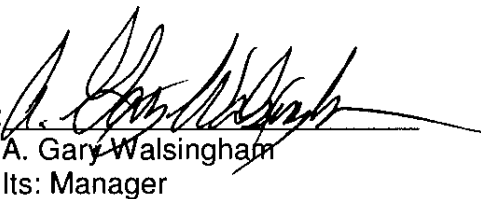
**FOURTH:** The effective date of the merger evidenced by this *Certificate and Articles of Merger* shall be the date this *Certificate and Articles of Merger* and the attached *Plan of Merger* are filed with the Florida Department of State.

Dated: ~~April 1, 2009~~  
July 31, 2009

NOLE TWO, LLC

By:   
A. Gary Walsingham  
Its: Manager

ATTRACTIONS REAL ESTATE, LLC

By:   
A. Gary Walsingham  
Its: Manager

## **Plan of Merger**

for

**NOLE TWO, LLC,  
a Florida limited liability company**

and

**ATTRACTIONS REAL ESTATE, LLC,  
a Florida limited liability company**

The following *Plan of Merger* has been unanimously approved by the Members and Managers of *Nole Two, LLC* and *Attractions Real Estate, LLC* and is submitted to merge the following Florida limited liability companies in accordance with Section 608.438, *Florida Statutes* (2008).

### **Section I**

Each of the **merging** parties is a limited liability company and each was organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for each **merging** party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to each **merging** party are as follows:

<b><u>Name:</u></b>	<b><u>Date Filed</u></b>	<b><u>Document Number</u></b>
Nole Two, LLC	July 10, 2007	L07000071346
Attractions Real Estate, LLC	July 10, 2007	L07000071347

### **Section II**

The surviving party is a limited liability company organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for the **surviving** party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to the **surviving** party are as follows:

<b><u>Name:</u></b>	<b><u>Date Filed</u></b>	<b><u>Document Number</u></b>
Attractions Real Estate, LLC	July 10, 2007	L07000071347

### **Section III**

The terms and conditions of the merger are as follows:

- a. All of the assets of *Nole Two, LLC* shall be the assets of *Attractions Real Estate, LLC* when the *Certificate and Articles of Merger* and this *Plan of Merger* are filed with the Florida Department of State and specifically the title to all real and personal property owned by *Nole Two, LLC* shall be vested in *Attractions Real Estate, LLC* without reversion or impairment or the requirement of any deed when the merger becomes effective;
- b. All of the liabilities of *Nole Two, LLC* shall be the liabilities of *Attractions Real Estate, LLC* when the *Certificate and Articles of Merger* and this *Plan of Merger* are filed with the Florida Department of State; and
- c. The sole Member of *Nole Two, LLC* immediately before the effective date and time of the merger shall remain and be the sole Member of *Attractions Real Estate, LLC* upon the effective date and time of the merger.

### **Section IV**

Because the Member of each merging party is the same there will be no conversion of interests, shares, obligations or other securities with respect to each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

### **Section V**

There are no rights to acquire the interests, shares, obligations or other securities with respect to each merged party and, therefore, no rights to acquire the interests, shares, obligations or other securities of the surviving party.

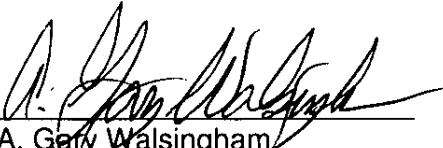
**Section VI**

The surviving party is a manager-managed limited liability company and the name and address of the Manager are as follows:

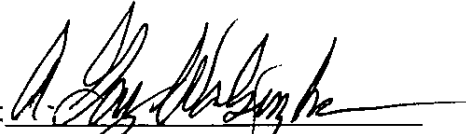
A. Gary Walsingham  
9907 Front Beach Road  
Panama City Beach, Florida 32407

*July 31, 2009*  
Dated: ~~April 1, 2009~~

NOLE TWO, LLC

By:   
A. Gary Walsingham  
Its: Manager

ATTRACTIONS REAL ESTATE, LLC

By:   
A. Gary Walsingham  
Its: Manager