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MERGER OR SHARE EXCHANGE

THE PROSCENTUM DOWNTOWN, LLC

Certificate of Status	1
Certified Copy	1
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EXAMINER

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**CERTIFICATE OF MERGER
OF
MCOP HOLDINGS, LLC - L07000027717
INTO
THE PROSCENIUM DOWNTOWN, LLC L08000049016**

THE PROSCENIUM DOWNTOWN, LLC, a Florida limited liability company ("Downtown"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of MCOP HOLDINGS, LLC, a Florida limited liability company ("MCOP"), with and into Downtown. Downtown shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Downtown in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by MCOP in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the close of business on the date this Certificate of Merger is filed with the Florida Department of State.

[Signatures on Following Page.]

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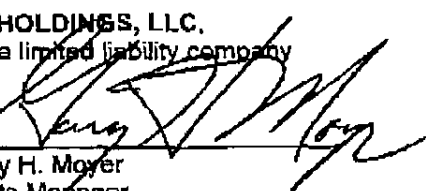
IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

THE PROSCENIUM DOWNTOWN, LLC.
a Florida limited liability company

By: Lion's Gate Development Group, Inc.,
a Florida corporation

By: 
Gary H. Moyer
As its President

MCOP HOLDINGS, LLC.
a Florida limited liability company

By: 
Gary H. Moyer
As its Manager

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EXHIBIT A
PLAN OF MERGER
OF
MCOP HOLDINGS, LLC
INTO
THE PROSCENIUM DOWNTOWN, LLC

MCOP HOLDINGS, LLC, a Florida limited liability company, and THE PROSCENIUM DOWNTOWN, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are MCOP HOLDINGS, LLC, a Florida limited liability company ("MCOP"), and THE PROSCENIUM DOWNTOWN, LLC, a Florida limited liability company ("Downtown"). As a result of the merger, MCOP shall be merged with and into Downtown. Downtown shall be the surviving business entity.
2. The merger shall be effective on the close of business on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The membership interest of MCOP will be cancelled. No change shall occur in the membership interests of Downtown.
4. This plan shall be submitted to the member and manager of MCOP for approval. This plan shall be submitted to the member and manager of Downtown for approval. The Articles of Organization for Downtown will not differ from its Articles of Organization before the merger, and the member of Downtown will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The member and manager of MCOP, and the member and manager of Downtown are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
6. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
7. There are no other terms of or conditions to the merger.

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