

06/13/08 13:53 FAX

Division of Corporations

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Florida Department of State  
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MERGER OR SHARE EXCHANGE

THE PROSCENIUM BEACH, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$67.50

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cert 35

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**CERTIFICATE OF MERGER  
OF  
TIGER EYE HOLDINGS, LLC *LO6-111758*  
INTO  
THE PROSCENIUM BEACH, LLC *LO8-49021***

**THE PROSCENIUM BEACH, LLC**, a Florida limited liability company ("Beach"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of **TIGER EYE HOLDINGS, LLC**, a Florida limited liability company ("Tiger Eye"), with and into Beach. Beach 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 Beach in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Tiger Eye 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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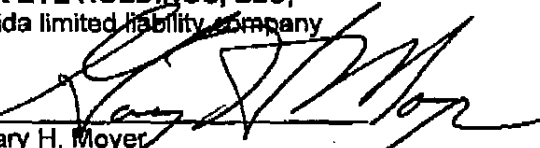
IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

**THE PROSCENIUM BEACH, LLC,**  
a Florida limited liability company

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

By:   
Gary H. Moyer  
As its President

**TIGER EYE HOLDINGS, LLC,**  
a Florida limited liability company

By:   
Gary H. Moyer  
As its Manager

By:   
Karen Cook  
As its Manager

 POA

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**TIGER EYE HOLDINGS, LLC**  
**INTO**  
**THE PROSCENIUM BEACH, LLC**

**TIGER EYE HOLDINGS, LLC**, a Florida limited liability company, and **THE PROSCENIUM BEACH, 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 **TIGER EYE HOLDINGS, LLC**, a Florida limited liability company (Tiger Eye"), and **THE PROSCENIUM BEACH, LLC**, a Florida limited liability company ("Beach"). As a result of the merger, Tiger Eye shall be merged with and into Beach. Beach 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 Tiger Eye will be cancelled. No change shall occur in the membership interests of Beach.
4. This plan shall be submitted to the members and managers of Tiger Eye for approval. This plan shall be submitted to the member and manager of Beach for approval. The Articles of Organization for Beach will not differ from its Articles of Organization before the merger, and the member of Beach will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The members and managers of Tiger Eye, and the member and manager of Beach 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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