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(Requestor's Name)

(Address)

CF - 55.00

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

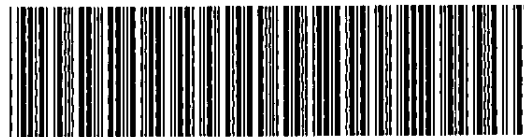
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Office Use Only

B. KOHR

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EXAMINER



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DIVISION OF CORPORATIONS

2011 SEP -2 AM 9:12

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TO BE FILED
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CORAPMER

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 SEP -2 AM 9:25

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-8454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FC Resort, Ltd ; Gulf Bay Hospitality, Ltd.
(Corporation Name) (Document #)
2. FC Marins, LLC ; FC Resort, LLC ; Gulf Bay
(Corporation Name) (Document #)
3. Hospitality Company, LLC into :
(Corporation Name) (Document #)
4. FCC Beach & Yacht, LLC
(Corporation Name) (Document #)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
21 SEP '2
AM 9:25

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**CERTIFICATE OF MERGER
OF
FC RESORT, LTD.
GULF BAY HOSPITALITY, LTD.
FC MARINA, LLC
FC RESORT, LLC
GULF BAY HOSPITALITY COMPANY, LLC
WITH AND INTO
FCC BEACH & YACHT, LLC**

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A0400000001
M0000000678
M02000003117

Pursuant to Section 608.4382 and Section 620.2108, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. FC Resort, Ltd., a Florida limited partnership, Gulf Bay Hospitality, Ltd., a Florida limited partnership, FC Marina, LLC, a Delaware liability company, FC Resort, LLC, a Delaware limited liability company, and Gulf Bay Hospitality Company, LLC, a Delaware limited liability company, shall be merged with and into FCC Beach & Yacht, LLC, a Florida limited liability company, which shall be the surviving entity (the "Merger").

2. The name, street address of its principal office, jurisdiction and entity type of FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC and Gulf Bay Hospitality Company, LLC, the merging entities, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
✓ FC Resort, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
✓ Gulf Bay Hospitality, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
✓ FC Marina, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
✓ FC Resort, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
✓ Gulf Bay Hospitality Company, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 SEP -2 AM 9:25

M02000003119

3. The name, street address of its principal office, jurisdiction and entity type of FCC Beach & Yacht, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Beach & Yacht, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

4. The Merger shall become effective upon the filing of this Certificate of Merger with the Florida Department of State.

5. A copy of the Agreement and Plan of Merger dated as of the date hereof, pursuant to which the Merger was approved by FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC, Gulf Bay Hospitality Company, LLC and FCC Beach & Yacht, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Beach & Yacht, LLC, in accordance with Chapter 608, Florida Statutes (ii) all of the members of FC Marina, LLC, FC Resort, LLC and Gulf Bay Hospitality Company, LLC in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and (iii) all of the partners of FC Resort, Ltd. and Gulf Bay Hospitality, Ltd. in accordance with Chapter 620, Florida Statutes, as required by each party's respective governing law.

7. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC, Gulf Bay Hospitality Company, LLC or FCC Beach & Yacht, LLC holds any interest in real property.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entities and the surviving entity as of the 2nd day of September 2011.

SURVIVING ENTITY:

FCC BEACH & YACHT, LLC,
a Florida limited liability company

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Manager and President

MERGING ENTITIES:

*and not
individually*

FC RESORT, LTD.,
a Florida limited partnership

By: FC RESORT, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*

GULF BAY HOSPITALITY, LTD.,
a Florida limited partnership

By: GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not
individually*

FC MARINA, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner


By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not
individually*

FC RESORT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

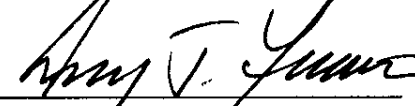
Title: Chief Executive Officer *not not
individually*

GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer *not not
individually*

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made as of the 2nd day of Sept., 2011, by and between FC Resort, Ltd., a Florida limited partnership ("Resort Ltd."), Gulf Bay Hospitality, Ltd., a Florida limited partnership ("Gulf Bay Ltd."), FC Marina, LLC, a Delaware limited liability company ("FC Marina"), FC Resort, LLC, a Delaware limited liability company ("Resort LLC"), Gulf Bay Hospitality Company, LLC, a Delaware limited liability company ("Gulf Bay LLC") and FCC Beach & Yacht, LLC, a Florida limited liability company ("FCC Beach").

WITNESSETH

WHEREAS, all of the respective members and/or partners of each of Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC and FCC Beach deem it advisable and in their best interests to have Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC and Gulf Bay LLC merge with and into FCC Beach pursuant to this Plan and the applicable respective provisions of the laws of the State of Florida and the State of Delaware (such transaction being hereinafter referred to as the "Merger"), and the members and/or partners of each of Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC and FCC Beach have approved this Plan and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC and Gulf Bay LLC will merge with and into FCC Beach, with FCC Beach being the limited liability company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

A Certificate of Merger substantially in the form attached as Exhibit A and a Certificate of Merger substantially in the form attached Exhibit B hereto, executed in accordance with the respective laws of the State of Florida and the State of Delaware, shall be filed with the Florida Department of State and the Secretary of State of Delaware, respectively. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Florida Department of State and the filing of the Certificate of Merger relating to the Merger filed with the Secretary of State of Delaware, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company. Upon the Merger becoming effective and by virtue thereof:

(i) The separate limited liability company and limited partnership existence of Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC and FCC Beach shall cease and Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC and FCC Beach shall become merged and be a single limited liability company, with FCC Beach as the Surviving Company.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of FCC Beach shall continue in effect and be unimpaired by the Merger.

(b) Operating Agreement. Upon the Merger becoming effective, the operating agreement of FCC Beach shall be in the form of that certain operating agreement of FCC Beach by and between FCC Beach and Fiddler's Creek, LLC, as the sole member, which has been presented to Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC and Gulf Bay LLC.

(c) Address of Surviving Company. Upon the Merger becoming effective, the street address of the principal office of the Surviving Company shall be 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

ARTICLE 4
CONVERSION OF INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) FC Resort, Ltd. Interests. At the effective time of the Merger, all partnership interests in FC Resort, Ltd. shall be converted into membership interests in the Surviving Company.

(b) Gulf Bay Hospitality, Ltd. Interests. At the effective time of the Merger, all partnership interests in Gulf Bay Hospitality, Ltd. shall be converted into membership interests in the Surviving Company.

(c) FC Marina, LLC Interests. At the effective time of the Merger, all membership interests in FC Marina, LLC shall be converted into membership interests in the Surviving Company.

(d) FC Resort LLC Interests. At the effective time of the Merger, all membership interests in FC Resort, LLC shall be converted into membership interests in the Surviving Company.

(e) Gulf Bay Hospitality, LLC Interests. At the effective time of the Merger, all membership interests in Gulf Bay Hospitality, LLC shall be converted into membership interests in the Surviving Company.

(f) FCC Beach & Yacht, LLC Interests. At the effective time of the Merger, all membership interests in FCC Beach & Yacht, LLC shall remain issued and outstanding in the same manner as set forth immediately before the Merger.

(g) Resulting Interests. As a result of (and immediately following) the Merger, Fiddler's Creek, LLC, a Delaware limited liability company, the sole member of each of FC Marina, Resort LLC, Gulf Bay LLC, a member of FCC Beach, and the limited partner of Resort, Ltd. and Gulf Bay Ltd. immediately prior to the Merger, shall become the holder of 100% of the membership interests in the Surviving Company.

ARTICLE 5 MISCELLANEOUS

(a) Amendments. This Plan shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Plan shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Plan nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Execution of Documents. Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC shall from time to time, as and when requested by FCC Beach, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

(f) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

(g) Waiver. The respective members and/or partners of Resort Ltd., Gulf Bay Ltd., FC Marina, Resort LLC, Gulf Bay LLC and FCC Golf Club hereby waive any and all notification requirement otherwise required pursuant to Section 608.4381(3) of the Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

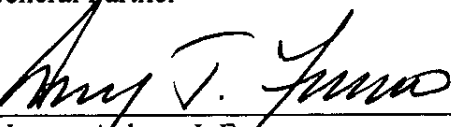
FC MARINA, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By:


Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and*

not individually

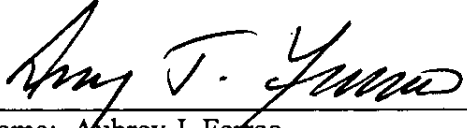
FC RESORT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By:


Name: Aubrey J. Ferrao

Title: Chief Executive Officer *not*

not individually

GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By:


Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and*
not individually

FC RESORT, LTD.,
a Florida limited partnership

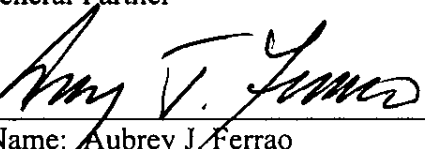
By: FC RESORT, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By:


Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and*
not individually

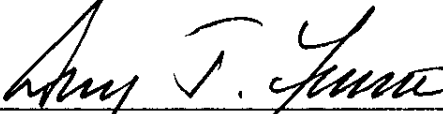
GULF BAY HOSPITALITY, LTD.,
a Florida limited partnership

By: GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company,
its General Partner


By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FCC BEACH & YACHT, LLC,
a Florida limited liability company

By: 
Name: Aubrey J. Ferrao
Title: Manager and President *and not individually*

**CERTIFICATE OF MERGER
OF
FC RESORT, LTD.
GULF BAY HOSPITALITY, LTD.
FC MARINA, LLC
FC RESORT, LLC
GULF BAY HOSPITALITY COMPANY, LLC
WITH AND INTO
FCC BEACH & YACHT, LLC**

Pursuant to Section 608.4382 and Section 620.2108, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. FC Resort, Ltd., a Florida limited partnership, Gulf Bay Hospitality, Ltd., a Florida limited partnership, FC Marina, LLC, a Delaware liability company, FC Resort, LLC, a Delaware limited liability company, and Gulf Bay Hospitality Company, LLC, a Delaware limited liability company, shall be merged with and into FCC Beach & Yacht, LLC, a Florida limited liability company, which shall be the surviving entity (the "Merger").

2. The name, street address of its principal office, jurisdiction and entity type of FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC and Gulf Bay Hospitality Company, LLC, the merging entities, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FC Resort, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
Gulf Bay Hospitality, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
FC Marina, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
FC Resort, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
Gulf Bay Hospitality Company, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

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3. The name, street address of its principal office, jurisdiction and entity type of FCC Beach & Yacht, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Beach & Yacht, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

4. The Merger shall become effective upon the filing of this Certificate of Merger with the Florida Department of State.

5. A copy of the Agreement and Plan of Merger dated as of the date hereof, pursuant to which the Merger was approved by FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC, Gulf Bay Hospitality Company, LLC and FCC Beach & Yacht, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Beach & Yacht, LLC, in accordance with Chapter 608, Florida Statutes (ii) all of the members of FC Marina, LLC, FC Resort, LLC and Gulf Bay Hospitality Company, LLC in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and (iii) all of the partners of FC Resort, Ltd. and Gulf Bay Hospitality, Ltd. in accordance with Chapter 620, Florida Statutes, as required by each party's respective governing law.

7. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC, Gulf Bay Hospitality Company, LLC or FCC Beach & Yacht, LLC holds any interest in real property.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entities and the surviving entity as of the 2nd day of September, 2011.

SURVIVING ENTITY:

FCC BEACH & YACHT, LLC,
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President

MERGING ENTITIES:

*will not
independently*

FC RESORT, LTD.,
a Florida limited partnership

By: FC RESORT, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*will not
independently*

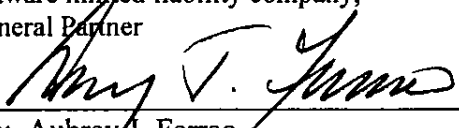
GULF BAY HOSPITALITY, LTD.,
a Florida limited partnership

By: GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company,
its General Partner

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

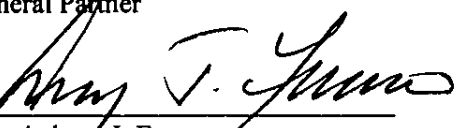
By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FC MARINA, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FC RESORT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and not individually*

GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and not individually*

**CERTIFICATE OF MERGER
OF
FC RESORT, LTD.,
GULF BAY HOSPITALITY, LTD.,
FC MARINA, LLC,
FC RESORT, LLC,
GULF BAY HOSPITALITY COMPANY, LLC
WITH AND INTO
FCC BEACH & YACHT, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name and jurisdiction of each entity to merge is as follows:

- (i) FCC Beach & Yacht, LLC, a Florida limited liability company;
- (ii) FC Resort, Ltd. a Florida limited partnership;
- (iii) Gulf Bay Hospitality, Ltd., a Florida limited partnership;
- (iv) FC Marina, LLC, a Delaware limited liability company;
- (v) FC Resort, LLC, a Delaware limited liability company; and
- (vi) Gulf Bay Hospitality Company, LLC, a Delaware limited liability company.

Second: The Agreement and Plan of Merger dated as of the date hereof by and between FCC Beach & Yacht, LLC, FC Resort, Ltd., Gulf Bay Hospitality, Ltd., FC Marina, LLC, FC Resort, LLC and Gulf Bay Hospitality Company, LLC (the "Agreement and Plan of Merger") has been approved and executed by each of the parties thereto.

Third: The name of the surviving limited liability company is FCC Beach & Yacht, LLC.

Fourth: The merger shall be effective upon the date of the filing of this Certificate of Merger with the Secretary of State of Delaware.

Fifth: The Agreement and Plan of Merger is on file at the place of business of the surviving foreign limited liability company and the address thereof is FCC Beach & Yacht, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any of the domestic limited liability companies which are to merge.

Seventh: The surviving foreign limited liability company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for which the enforcement of any obligation of the domestic limited liability companies which are to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and the address to which a copy of such process shall be mailed to by the Secretary of State is: FCC Beach & Yacht, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114, Attention: Anthony DiNardo.

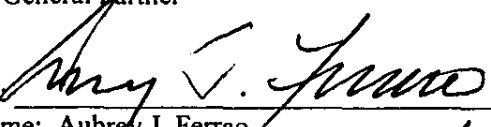
IN WITNESS WHEREOF, said parties to the merger have caused this certificate to be signed by their authorized representatives this 2nd day of September, 2011.

FC MARINA, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

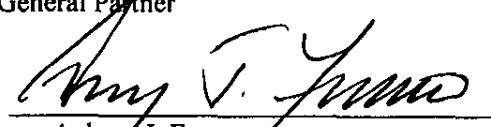
By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FC RESORT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

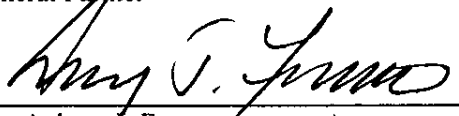
By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

GULF BAY HOSPITALITY COMPANY, LLC,
a Delaware limited liability company

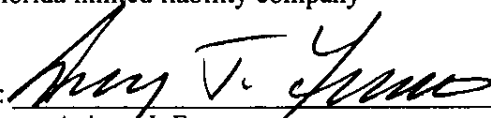
By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FCC BEACH & YACHT, LLC,
a Florida limited liability company

By: 
Name: Aubrey J. Ferrao
Title: Manager and President *and not individually*


FC RESORT, LTD,
a Florida limited partnership

By: FC Resort, LLC,
a Delaware limited liability company,
its general partner

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

GULF BAY HOSPITALITY, LTD.,
a Florida limited partnership

By: Gulf Bay Hospitality Company, LLC,
a Delaware limited liability company,
its general partner

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP 12 AM 8:40

CONTACT: Kim Weidenbach

DATE: 09/12/11

REF. #: 000638.154085

CORP. NAME: MCMILLAN PAZDAN SMITH, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CHANGE OF AGENT | | |

STATE FEES PREPAID WITH CHECK# 5411470 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: MCMILLAN PAZDAN SMITH, LLC
2. (a) Principal office address of limited liability company: 200 E. BROAD STREET
SUITE 300
GREENVILLE, SC 29601
- (b) Mailing address of limited liability company: P. O. BOX 8922
GREENVILLE, SC 29604
- September 17, 2009
3. Date of filing/registration in Florida
4. Document number M09000003694

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent: CT Corporation System

Registered Office Address: 1200 South Pine Island Road
Plantation, Florida 33324

- (b) Enter name of NEW Registered Agent and/or NEW Registered Office address:

NEW Registered Agent: National Corporate Research, Ltd., Inc.

NEW Registered Office Address: 515 East Park Avenue
(MUST BE FLORIDA STREET ADDRESS) Tallahassee, FL 32301

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature]
Signature of a member or authorized representative of a member

Brack B. Smith
Printed or typed name of signee

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature]
Signature of Registered Agent

KATHY A. BUTLER, ASST. SEC.

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

FILING FEE: \$25.00