

M04000005339

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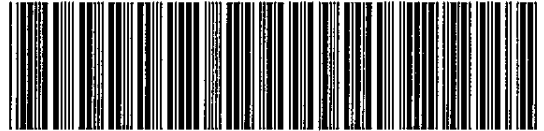
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Panthers RPN Limited
(Corporation Name) (Document #)

2. X
(Corporation Name) (Document #)

3. Panthers RPN LLC
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Pick up time
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NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

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

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 620.203, Florida Statutes.

Article I - Merging Entity

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

PANTHERS RPN LIMITED, a Florida limited partnership
450 East Las Olas Boulevard, Suite 1500
Ft. Lauderdale, FL 33301

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Article II - Surviving Entity

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

PANTHERS RPN L.L.C., a Delaware limited liability company
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

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Article III - Plan of Merger

The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes. The Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction in which such entity was formed, organized or incorporated.

Article IV - Applicable Law

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

Article V - Effective Date

The effective date of the Merger shall be December 10, 2004.

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TALLAHASSEE, FLORIDA

Article VI - Articles of Merger

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

Article VII – Provisions Regarding Surviving Entity

The surviving entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting partners of the domestic limited partnership that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting partners of the domestic limited partnership that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 620.205.

[Signature page follows]

"Merging Entity"

PANTHERS RPN LIMITED, a Florida limited partnership

By: Panthers Edgewater Resort, Inc., it's sole general partner

By: _____

Name: _____

Its: _____

Richard Handley
RICHARD HANDLEY
VICE PRESIDENT

"Surviving Entity"

PANTHERS RPN L.L.C., a Delaware limited liability company

By: _____

Name: _____

Its: Authorized Person

"Merging Entity"

PANTHERS RPN LIMITED, a Florida limited partnership

By: Panthers Edgewater Resort, Inc., it's sole general partner

By: _____

Name: _____

Its: _____

"Surviving Entity"

PANTHERS RPN L.L.C., a Delaware limited liability company

By: Robert C. Heady

Name: _____

Its: Authorized Person

R. Christopher Heady
Assistant Secretary

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 608.4381, and/or 620.202, Florida Statutes, is being submitted in accordance with Section 607.1108, 608.438, and/or 620.201, Florida Statutes.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the merging entity, is as follows:

Panthers RPN Limited Florida limited partnership
450 East Las Olas Boulevard, Suite 1500
Ft. Lauderdale, FL 33301

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, is as follows:

Panthers RPN L.L.C. Delaware limited liability company
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Article III - Terms and Conditions

The terms and conditions of the merger are as follows:

Panthers RPN Limited, a Florida limited partnership (the "Partnership") shall be merged with and into Panthers RPN L.L.C., a Delaware limited liability company (the "LLC") (the "Merger"). All of the partners and members of the Partnership and the LLC, respectively, shall combine all of the rights, property and liability of both entities into a single entity under the Merger. Each entity who is a member of the LLC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of any person or entity, cease to be a member of the LLC. Promptly following the adoption of this Plan of Merger by the Partnership and the LLC, respectively, the managing member shall file Articles of Merger with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations of the survivor, in whole or in part, into cash or other property are as follows:

The interest of each partner in the Partnership, represented as partnership interest, shall be converted into an equal percentage interest in the LLC, and such membership interest shall be reflected in an operating agreement of the LLC, which is to be adopted by the members of the LLC.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The right to acquire partnership interest of the partnership shall be converted into an equal right to acquire membership interest of the LLC and shall be reflected in an operating agreement to be adopted by all the members of the LLC.

Article V - Surviving Entity

The names and addresses of all of the managers of Panthers RPN L.L.C., the surviving entity in this Merger, are:

Panthers Edgewater Resort L.L.C.
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

PER LLC
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154