

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 617-6380

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Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.  
Account Number : 072720000266  
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APR 05 2012  
L. SELLERS

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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
RYSAL ENTERPRISES, LLC**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$58.75 |

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
CERTIFICATE OF MERGER  
FOR  
LUDLAM POINT CLUB LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
INTO  
RYSAL ENTERPRISES, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Section 608.4382, Florida Statutes.

**First:** The name of the merging entity is Ludlam Point Club LLC, a Florida limited liability company ("Ludlam").

**Second:** The name of the surviving entity is Rysal Enterprises, LLC, a Delaware limited liability company, which is qualified to do business in the State of Florida as a foreign limited liability company ("Rysal").

**Third:** A true copy of the Plan of Merger is attached hereto as "Exhibit A."

**Fourth:** The foregoing Plan of Merger was approved by Ludlam in accordance with Section 608.4381, Florida Statutes.

**Fifth:** The foregoing Plan of Merger was approved by Rysal in accordance with the Delaware Limited Liability Company Act.

**Sixth:** Rysal's principal office address is as follows:

7322 Manatee Avenue West, #174  
Bradenton, Florida 34209

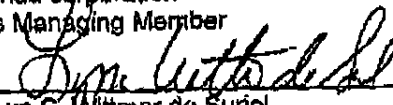
**Seventh:** Rysal agrees to pay any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

**Eighth:** The effective date of the merger is upon filing.

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

LUDLAM POINT CLUB LLC,  
a Florida limited liability company

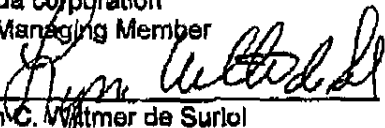
By: Rysal, Inc.,  
a Florida corporation  
As its Managing Member

By:   
Lyn C. Wittmer de Surio  
its President

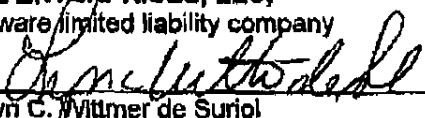
{Signatures continued on following page.}

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By: Deaux Properties, Inc.,  
a Florida corporation  
As its Managing Member

By:   
Lyn C. Witmer de Suriol  
Its President

RYSAL ENTERPRISES, LLC,  
a Delaware limited liability company

By:   
Lyn C. Witmer de Suriol  
As its Manager

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**EXHIBIT A**

**PLAN OF MERGER  
OF LUDLAM POINT CLUB LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
WITH AND INTO  
RYSAL ENTERPRISES, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY**

Ludlam Point Club LLC, a Florida limited liability company, and Rysal Enterprises, a Delaware limited liability company qualified to do business in the State of Florida, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are: Ludlam Point Club LLC, a Florida member-managed limited liability company ("Ludlam"), and Rysal Enterprises, LLC, a Delaware manager-managed limited liability company ("Rysal"). As a result of the merger, Ludlam shall be merged with and into Rysal. Rysal shall be the surviving business entity.

2. The merger shall be effective upon filing (the "Effective Date").

3. As a result of the merger, the membership interests in Ludlam shall be cancelled.

4. The names and addresses of the Managing Members for Ludlam are:

Rysal, Inc., a Florida corporation  
7322 Manatee Avenue West, #174  
Bradenton, Florida 34209

Deaux Properties, Inc., a Florida corporation  
7322 Manatee Avenue West, #174  
Bradenton, Florida 34209

5. The name and address of the Manager for Rysal is Lyn C. Wittmer de Suriol, 7322 Manatee Avenue West, #174, Bradenton, Florida 34209.

6. The merger is permitted under the respective laws of Florida and Delaware.

7. This plan shall be submitted to the Managing Members of Ludlam for approval. This plan shall be submitted to the Members and Manager of Rysal for approval.

8. Pursuant to Section 608.455, Florida Statutes, the Members of Ludlam hereby waive the notification required by Section 608.438(3), Florida Statutes.

9. Each member of Rysal having a membership interest in Rysal immediately prior to the Effective Date will hold the same membership interest with

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Identical designations, preferences, limitations, and relative rights, immediately after the merger.

10. The Managing Members of Ludlam and the Members and Manager of Rysal 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.

11. There are no other terms of or conditions to the merger.