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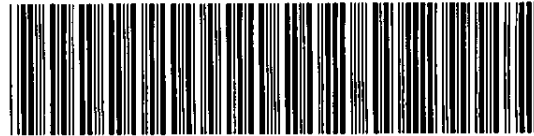
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July 3, 2014

**VIA HAND DELIVERY**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Merger into Festival Fun Parks, LLC  
Document Number M98000000708  
Our File No. 348161-11

To Whom It May Concern:

Enclosed for filing, please find an original and one copy of **ARTICLES OF MERGER** into **FESTIVAL FUN PARKS, LLC**.

Please **FILE THE ORIGINAL** and **date-stamp the copy of these Articles**. A check in the amount of **\$60.00** is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Vanessa Reichel  
Paralegal

Enclosures

**ARTICLES OF MERGER  
OF  
MARINE EXHIBITION CORPORATION  
INTO  
FESTIVAL FUN PARKS, LLC**

FILED  
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On behalf of the parties named herein, the undersigned hereby make and execute these Articles of Merger to merge the following Florida Profit Corporation into the following Delaware Limited Liability Company, in accordance with Sections 605.1025 and 607.1109 of the Florida Statutes and as permitted by and in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and state as follows:

- A. The exact name, entity type, and jurisdiction of the **surviving party** is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Festival Fun Parks, LLC	Limited Liability Company	Delaware

The exact name, entity type, and jurisdiction of the **merging party** is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
Marine Exhibition Corporation	Profit Corporation	Florida

- B. Plan of Merger.

The Plan of Merger (the "Plan"), entered into between the parties, is attached hereto. The Plan was approved by each business entity that is a party to the merger in accordance with the applicable laws of the state under which it was organized or incorporated, and by each domestic corporation in accordance with the applicable provisions of Chapters 605 and/or 607 of the Florida Statutes.

- C. Effective Date

These Articles of Merger shall be effective as of July 3, 2014 (the "Effective Date").

- D. Principal Office Address.

The surviving party is not formed, organized or incorporated under the laws of Florida. Its principal office address in its home state, country or jurisdiction is as follows: c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808.

E. Service of Process; Dissenting Shareholders. The surviving party is an out-of-state entity and hereby:

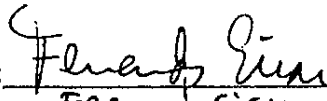
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the domestic corporation that is party to the merger.

b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.


F. Certificate of Formation. The Certificate of Formation of the surviving party shall remain in effect as the Certificate of Formation of the surviving party after the merger.

Dated effective as of July 2, 2014.

FESTIVAL FUN PARKS, LLC

By:   
Name: Fernando Eirua  
Title: CEO

MARINE EXHIBITION CORPORATION

By:   
Name: Michael Baroni  
Title: Secretary; General Counsel

This instrument was drafted by Teresa A. Noeske.

Please return to: Richard W. Silverthorn  
Whyte Hirschboeck Dudek S.C.  
555 East Wells Street  
Suite 1900  
Milwaukee, Wisconsin 53202  
(414) 273-2100  
[rsilverthorn@whdlaw.com](mailto:rsilverthorn@whdlaw.com)

## **PLAN OF MERGER**

PLAN OF MERGER, made and entered into as of July 2, 2014, by and between Festival Fun Parks, LLC, a Delaware limited liability company (the "Surviving Party"), and Marine Exhibition Corporation, a Florida profit corporation (the "Merging Party"). The Merging Party and the Surviving Party are sometimes collectively referred to herein as the "Constituent Parties."

### **RECITALS:**

WHEREAS, the Merging Party and the Surviving Party have determined it to be advisable for the Merging Party to merge with and into the Surviving Party pursuant to the applicable provisions of the Florida Statutes and Delaware Limited Liability Company Act on the terms hereinafter set forth, and the sole member of the Surviving Party and the sole shareholder of the Merging Party have approved this Plan of Merger and authorized the execution hereof;

WHEREAS, it is intended that the Merger qualify as a liquidation under Section 332 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, all of the issued and outstanding shares of stock of the Merging Party are held by the Surviving Party.

### **PLAN OF MERGER:**

In consideration of the premises, the parties hereto adopt and make this Plan of Merger and prescribe the terms and conditions of such merger and the manner of carrying the same into effect, which shall be as follows:

1. Effective as of July 3, 2014 (the "Effective Date"), the Merging Party shall be merged into the Surviving Party.

2. The manner and basis of converting the ownership interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the Surviving Party or any other business entity or into cash or other property in whole or part shall be as follows:

(a) The ownership interests of the Surviving Party on the Effective Date shall not be converted in any manner.

(b) All of the shares of stock issued and outstanding of the Merging Party are held by the Surviving Party. The shares of stock issued and outstanding of the Merging Party on the Effective Date shall, without any action on the part of any of the Constituent Parties or any holder of such shares, be cancelled.

3. The officers of the Surviving Party on the Effective Date shall continue to hold such positions in the Surviving Party thereafter until their successors are duly appointed or elected.

4. The Certificate of Formation and Operating Agreement of the Surviving Party as they exist immediately prior to the merger shall remain in effect as the Certificate of Formation and Operating Agreement of the Surviving Party thereafter, unaffected by the merger.

5. Upon the Effective Date, the merger shall have the effect provided in the Delaware and Florida Statutes, including, but not limited to the following:

(a) The Merging Party merges into the Surviving Party and the separate existence of the Merging Party ceases.

(b) The title to all property owned by each Constituent Party is vested in the Surviving Party without reversion or impairment.

(c) The Surviving Party assumes all liabilities of each Constituent Party.

(d) A civil, criminal, administrative or investigatory proceeding pending against any Constituent Party may be continued as if the merger did not occur or the Surviving Party may be substituted in the proceeding for the Merging Party whose existence ceased.

6. This Plan of Merger shall be submitted to the sole shareholder and sole member of the Constituent Parties, respectively, in accordance with the applicable provisions of law, and the consummation of this Plan of Merger and the merger herein provided for are conditioned upon the approval hereof by the shareholder and member of the respective parties as provided by law.

7. The name and business address of the sole managing member of the Surviving Party is as follows: Palace Entertainment Holdings, LLC, 4590 MacArthur Blvd., 4<sup>th</sup> Fl, Newport Beach, CA 92660.

8. This Plan of Merger may be executed in multiple counterparts, each of which shall constitute an original, but all of which shall constitute one document, and that facsimile, or electronic e-mail signatures shall constitute original signatures.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their duly authorized representatives, all as of the day and year first above written.

FESTIVAL FUN PARKS, LLC

By: Fernando Eirda  
Name: Fernando Eirda  
Title: CEO

MARINE EXHIBITION CORPORATION

By: Michael Baroni  
Name: Michael Baroni  
Title: Secretary & General Counsel