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RESUBMIT

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Kimberly K. 2949

MERGER OR SHARE EXCHANGE

PARC 7F-OPERATIONS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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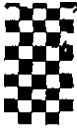
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EFFECTIVE DATE
12/31/02

12/24/07



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December 21, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PARC 7F-OPERATIONS CORPORATION
910 PHILLIPS STREET
JACKSONVILLE, FL 32207

SUBJECT: PARC 7F-OPERATIONS CORPORATION
REF: P06000156839

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

ARTICLES OF MERGER ARE FILED PURSUANT TO SECTION 607.1105, F.S., WHEN MERGING A FOREIGN CORPORATION INTO A FLORIDA CORPORATION. PLEASE CORRECT THE STATUTE NUMBER ACCORDINGLY.

PAGE 2 OF THE AGREEMENT AND PLAN OF MERGER HAS THIS STATEMENT ---WHEREAS, PARC 7-F IS A NOT FOR PROFIT CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE AT 3707 RICHMOND STREET, JACKSONVILLE, FLORIDA 32205. ACCORDING TO OUR RECORDS THIS CORPORATION IS A PROFIT CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H07000304147
Letter Number: 707A00071248

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
DARIEN LAKE THEME PARK AND CAMPING RESORT, INC.
(a New York corporation)
with and into
PARC 7F-OPERATIONS CORPORATION
(a Florida corporation)

EFFECTIVE DATE
12/31/07

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 907 of the New York Business Corporation Law, **DARIEN LAKE THEME PARK AND CAMPING RESORT, INC.**, a New York corporation ("Darien Park"), and **PARC 7F-OPERATIONS CORPORATION**, a Florida corporation (the "PARC 7F"), submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of Darien Park with and into PARC 7F is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.
2. The effective date of the merger shall be December 31, 2007.
3. The Plan was approved by the sole shareholder of Darien Park on December 19, 2007, in accordance with Section 903 of the New York Business Corporation Law.
4. The Plan was approved by the sole shareholder of PARC 7F on December 19, 2007, in accordance with Section 607.1105 of the Florida Corporation Act.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 19th day of December, 2007.

**DARIEN LAKE THEME PARK AND
CAMPING RESORT, INC.**



Randal H. Drew
President

PARC 7-F OPERATIONS CORPORATION



Randal H. Drew
President

00590649.1

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

of

DARIEN LAKE THEME PARK AND CAMPING RESORT, INC.

(a New York Corporation)

DARIEN LAKE MANAGEMENT COMPANY, INC.

(a New York Corporation)

ENCHANTED PARKS, INC.

(a Washington Corporation)

PREMIER WATERWORLD CONCORD, INC.

(a California Corporation)

and

TIERCO WATER PARK, INC.

(an Oklahoma Corporation)

with and into

PARC 7E-OPERATIONS CORPORATION

(a Florida Corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 19th day of December 2007, by and between **DARIEN LAKE THEME PARK AND CAMPING RESORT, INC.**, a New York corporation ("Darien Park"), **DARIEN LAKE MANAGEMENT COMPANY, INC.**, a New York corporation ("Darien Management"), **ENCHANTED PARKS, INC.**, a Washington corporation ("Enchanted Parks"), **PREMIER WATERWORLD CONCORD, INC.**, a California corporation ("Premier") and **TIERCO WATER PARK, INC.**, an Oklahoma corporation ("Tierco") and **PARC 7F-OPERATIONS CORPORATION**, a corporation ("PARC 7F") (Darien Park, Darien Management, Enchanted Parks, Premier and Tierco are hereinafter collectively referred to as, the "Merged Companies", and the Merged Companies together with PARC 7F are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, Darien Park is a corporation organized and existing under the laws of the State of New York, with its principal office at 7892 Baymeadows Way Jacksonville, FL 32256;

WHEREAS, Darien Management is a corporation organized and existing under the laws of the State of New York, with its principal office at 7892 Baymeadows Way Jacksonville, FL 32256;

WHEREAS, Enchanted Parks is a corporation organized and existing under the laws of the State of Washington, with its principal office at 7892 Baymeadows Way Jacksonville, FL 32256;

WHEREAS, Premier is a corporation organized and existing under the laws of the State of California, with its principal office at 7892 Baymeadows Way Jacksonville, FL 32256;

WHEREAS, Tierco is a corporation organized and existing under the laws of the State of Oklahoma, with its principal office at 7892 Baymeadows Way Jacksonville, FL 32256;

WHEREAS, PARC 7F is a for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 3707 Richmond Street, Jacksonville, Florida 32205;

WHEREAS, the laws of the State of Florida and the States of New York, Washington, California, Washington and Oklahoma permit a merger of a corporation with and into a Florida corporation;

WHEREAS, PARC 7F is the sole shareholder of Darien Park, Darien Management, Enchanted Parks Premier, and Tierco;

WHEREAS, PARC Operations, LLC, a Florida limited liability company, is the sole member of PARC 7F; and

WHEREAS, the respective shareholders of each of the Constituent Entities have deemed it advisable to merge the Merged Entities with and into PARC 7F (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida and the laws of the State of the Merged Entities, as applicable;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of each of the Merged Entities shall cease and the each of the Merged Entities shall be merged, pursuant to both Florida law and the law of the Merged Entities, as applicable, with and into PARC 7F, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the effective date of the merger, the separate existence of each of the Merged Entities shall cease, and PARC 7F, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of each of the Merged Entities, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of each of the Merged Entities, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

The current Articles of Incorporation of the Surviving Entity shall continue to be its Articles of Incorporation following the effective date of the merger. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the effective date of the merger.

ARTICLE V

The current directors and officers of the Surviving Entity shall continue to be the directors and officers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective board of directors at any time prior to the Effective Date of the Merger.

ARTICLE VII

The effective date of this merger shall be December 31, 2007.


ARTICLE VIII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

[Signature Pages Follow]

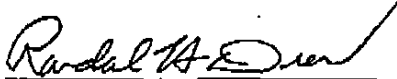
IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized officers as of the date first above written.

**DARIEN LAKE THEME PARK
AND CAMPING RESORT, INC.**



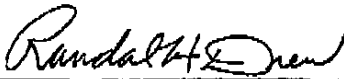
Randal H. Drew
President

**DARIEN LAKE MANAGEMENT
COMPANY, INC.**



Randal H. Drew
President

**PREMIER WATERWORLD
CONCORD, INC.**



Randal H. Drew
President

ENCHANTED PARKS, INC.



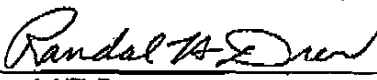
Randal H. Drew
President

TIERCO WATER PARK, INC.



Randal H. Drew
President

PARC 7-F OPERATIONS CORPORATION



Randal H. Drew
President