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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Section 607.1109, 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:

RAHN PIER, INC., a Florida corporation  
1512 E. Broward Boulevard, Suite 301  
Fort Lauderdale, FL 33301

PA3000035088

**Article II - Surviving Entity**

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

RAHN PIER 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 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, 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.

**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 shareholders of an entity that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting shareholders of an entity that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 607.1302.

[Signature page follows]

**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 shareholders of an entity that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting shareholders of an entity that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 607.1302.

“Merging Entity”

RAHN PIER, INC., a Florida corporation

By: \_\_\_\_\_

Name: RICHARD HANDLEY

Its: VICE PRESIDENT

“Surviving Entity”

RAHN PIER L.L.C., a Delaware limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: Authorized Person

"Merging Entity"

RAHN PIER, INC., a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its:

"Surviving Entity"

RAHN PIER L.L.C., a Delaware limited liability  
company

By:           R. Christopher Heady            
Name: \_\_\_\_\_  
Its: Authorized Person

**R. Christopher Heady**  
Assistant Secretary



The interest of each shareholder in the Corporation, represented as shares of stock, 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 shares of stock of the Corporation 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 Rahn Pier L.L.C., the surviving entity in this Merger, are:

Boca Resorts Hotel L.L.C.  
c/o The Blackstone Group  
345 Park Avenue  
New York, NY 10154