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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
FUN SPOT OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$60.00

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger

DEC 28 2012

T. LEWIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
FUN SPOT, LLC
WITH AND INTO
FUN SPOT OF FLORIDA, INC.**

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2012 DEC 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Sections 607.1109, 608.4382, and/or 620.203, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fun Spot, LLC 7558 Pointe Venezia Drive Orlando, Florida 32836-3750 FEI Number: 59-3416462	Florida	L12000160930

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Fun Spot of Florida, Inc. 5551 Del Verde Way Orlando, FL 32819 FEI Number: 59-3203953	Florida	P93000066680

THIRD: The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

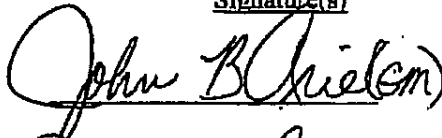
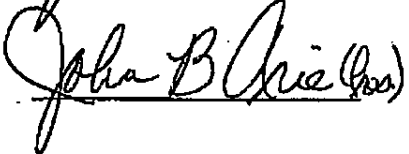
FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the respective laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The merger shall become effective on December 27, 2012.

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SIXTH: Signature(s) for each party.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>Fun Spot, LLC</u>		John B. Aric <u>Manager</u>
<u>Fun Spot of Florida, Inc.</u>		John B. Aric <u>President</u>

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fun Spot, LLC.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fun Spot of Florida, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

The merging parties shall be merged with and into the surviving party, and the separate existence of the merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "FUN SPOT OF FLORIDA, INC." after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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FOURTH:

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

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the shareholders of the surviving party, the membership interest of all the members in the merging party shall be converted into approximately 12.93% ownership interest in the surviving party, which such members' ownership interest shall be allocated out of a percentage of the whole (100%) of the ownership interests in the surviving party as follows:

A fraction, the numerator of which is the total value of the membership units owned by a member in the merging party prior to the effective date of this Plan of Merger plus the total value of stock owned by that same member in the surviving party prior to the effective date of this Plan of Merger, and the denominator of which is the total value of stock and membership interests owned by all shareholders and members in both the surviving party and the merging party prior to the effective date of this Plan of Merger.

- B. 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 party, in whole or in part, into cash or other property are as follows:

Each ownership interest in the surviving party issued and outstanding on the effective date of this Plan of Merger shall continue as an outstanding ownership interest in the surviving party, except that each such ownership interest shall be recalculated as a percentage of the whole (100%) as follows:

A fraction, the numerator of which is the total value of the stock owned by a shareholder in the surviving party prior to the effective date of this Plan of Merger plus the total value of membership interest owned by that same shareholder in the merging party prior to the effective date of this Plan of Merger, and the denominator of which is the total value of stock and membership interests owned by all shareholders and members in both the surviving party and the merging party prior to the effective date of this Plan of Merger.

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