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12/31/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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NAME: LNAP, INC.

AUDIT NUMBER.....H96000018252

DOC TYPE.....MERGER OR SHARE EXCHANGE

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**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**LAKE NONA RESORT COMPANY, a Florida corporation, P96000020174**

**INTO**

**LNAP, INC., a Florida corporation, P96000020209**

**File date: December 31, 1996**

**Corporate Specialist: Steven Harris**

HB6000018252

ARTICLES OF MERGER  
MERGING  
LAKE NONA RESORT COMPANY,  
A FLORIDA CORPORATION  
INTO  
LNAP, INC.,  
A FLORIDA CORPORATION

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger for the purposes of merging the undersigned corporations.

1. The name of the corporations which are parties to the merger are LAKE NONA RESORT COMPANY, (the "Merging Corporation") and LNAP, INC., (the "Surviving Corporation").
2. The name of the Surviving Corporation is LNAP, INC.
3. The Articles of Incorporation of the Surviving Corporation shall be unchanged by the merger and shall be the Articles of Incorporation of the Surviving Corporation.
4. On December 31, 1996, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act. The plan of merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:
  - (1) On the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the Surviving Corporation.
  - (2) The terms and conditions of the Merger are as follows:

This document was prepared by:

Matthew R. O'Kane, Esq.

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(A) The Surviving Corporation shall continue the corporate existence of the Surviving Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(C) The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(D) The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(3) The manner of converting or exchanging the shares of each of the parties to the Merger shall be as follows:

(A) Each share of the voting common stock of Merging Corporation issued and outstanding as of the Effective Time, by virtue of the Merger and as of the Effective Time, shall be converted into and become, without action on the part of the holder

thereof, the right to receive one share of the voting common stock of Surviving Corporation.

(B) At and after the Effective Time, each holder of voting common stock of the Merging Corporation, upon presentation and surrender of a certificate or certificates therefore to Surviving Corporation, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's common stock to which he or it is entitled as provided in Section (3)(A) hereof. Until so presented and surrendered in exchange for a certificate representing voting common stock of Surviving Corporation, each certificate which represented issued and outstanding shares of voting common stock of the Merging Corporation as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of voting common stock of the Surviving Corporation into which such shares of voting common stock of the Merging Corporation have been converted pursuant to the Merger. Until surrender of such certificates in exchange for certificates representing voting common stock of the Surviving Corporation, the holder thereof shall not be entitled to vote at any meeting of stockholders of the Surviving Corporation or to receive dividends or other distributions, if any, payable to holders of shares of the voting common stock of Surviving Corporation; provided, however that upon such surrender of such certificates representing voting common stock of Merging Corporation in exchange for certificates representing voting common stock of the Surviving Corporation, there shall be paid to the record holder of the certificate of voting common stock of the Surviving Corporation issued upon such surrender the amount of dividends or other distributions (without interest) which theretofore became payable with respect to the number of shares of voting common stock of the Surviving Corporation represented by the certificate issued upon such surrender.

(4) The Merger shall become effective upon the date and time of the filing of these Articles of Merger in the Office of the Secretary of State of the State of Florida (the "Effective Time").

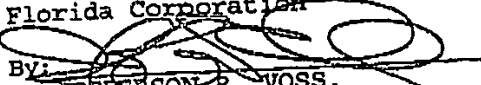
5. Pursuant to the applicable provisions of the Act, the Board of Directors of the Merging Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996, and the Board of Directors of

Surviving Corporation and the sole shareholder thereof adopted a Plan of Merger on December 31, 1996.

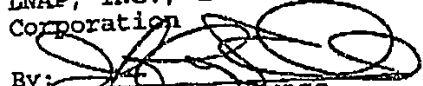
6. Pursuant to the Plans of Merger, on the date these Articles are filed in the Office of the Secretary of State of the State of Florida, the effective date of the merger, all issued and outstanding shares of the Merging Corporation, shall be surrendered by the sole shareholder thereof to the Surviving Corporation and cancelled.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be signed IN their corporate names by their respective officers, duly authorized this 31st day of December, 1996.

LAKE NONA RESORT COMPANY, a  
Florida Corporation

By:   
JEFFERSON R. VOSS,  
Its Secretary  
"MERGING CORPORATION"

LNAP, INC., a Florida  
Corporation

By:   
JEFFERSON R. VOSS,  
Its Treasurer  
"SURVIVING CORPORATION"

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