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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

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NAME: LAKE NONA GOLF & COUNTRY CLUB, INC.

AUDIT NUMBER.....H97000015525

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

CLIENT: 069062

LAKE NONA GOLF & COUNTRY CLUB, INC.

MATTER: 48073

ATTY: 181

### SPECIAL INSTRUCTIONS:

PLEASE NOTE THAT THE EFFECTIVE DATE OF THIS MERGER IS  
SEPTEMBER 18, 1997 @ 12:00 a.m.

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Plan +  
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merger

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER  
MERGING  
LAKE NONA GOLF & COUNTRY CLUB, INC., A DELAWARE CORPORATION  
INTO  
LAKE NONA GOLF & COUNTRY CLUB, INC., A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("Act") and Section 252 of the General Corporation Law of the State of Delaware ("General Corporation Law"), the undersigned have duly executed this Certificate of Merger and state as follows:

1. Lake Nona Golf & Country Club, Inc., a Delaware corporation ("LNGCC-DE"), shall be merged with and into Lake Nona Golf & Country Club, Inc., a Florida corporation ("LNGCC-FL"), in accordance with that certain Agreement and Plan of Merger between LNGCC-DE and LNGCC-FL dated as of the 17th day of September, 1997 (the "Plan of Merger"), a copy of which is on file at the principal place of business of LNGCC-FL, 9801 Lake Nona Road, Orlando, Florida 32801. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to the sole Shareholder of LNGCC-DE.
2. Upon the Merger, the surviving corporation shall be LNGCC-FL, and the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
3. The Plan of Merger is that the 1,000 issued and outstanding shares of common stock of LNGCC-DE shall be surrendered and canceled upon the effective date of the Merger, for which no payment is necessary.
4. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law as set forth in paragraphs 5 and 6 below.
5. The Boards of Directors of LNGCC-DE and LNGCC-FL approved and adopted the Plan of Merger by Written Consents to Action dated as of the 17th day of September, 1997.
6. The sole Shareholder of LNGCC-DE approved the Plan of Merger by Written Consent to Action, executed in accordance with Section 228 of the General Corporation Law, and dated as of the 17th day of September, 1997. A vote of the shareholders of LNGCC-FL approving the Plan of Merger is not required under Section 607.1103(7) of the Act.

This document was prepared by:

BARRY L. GOFF, ESQUIRE

Florida Bar Number: 658261  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
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7. LNGCC-FL survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 9801 Lake Nona Road, Orlando, Florida 32827 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.
8. The merger shall be effective on September 18, 1997 at 12:00 am.

IN WITNESS WHEREOF, LNGCC-DE and LNGCC-FL have each caused these Articles of Merger to be signed by its Vice President as of the 17th day of September, 1997.

LAKE NONA GOLF & COUNTRY CLUB,  
INC., a Delaware corporation

By:

  
Jefferson R. Voss, Vice President

LAKE NONA GOLF & COUNTRY CLUB,  
INC., a Florida corporation

By:

  
Jefferson R. Voss, Vice President