

P97000003923

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 28, 1999

VIA UPS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-09/29/99--01068--007

*****78.75 *****78.75

Re: Articles of Merger and Articles of Dissolution

Ladies and Gentlemen:

Enclosed for filing please find the following documents:

1. Two copies of the Articles of Merger of AmeriPark Gulfport Corp. into AmeriPark Lodges Corp., together with a check in the amount of \$78.75 representing the filing fee and the certified copy fee.
2. Two copies of the Articles of Dissolution of AmeriPark Development Corp., together with a check for \$43.75 representing the filing fee and the certified copy fee.

Please provide us with a certified copy of each of document. If you have any questions or need additional information, please call us.

Sincerely,

EFFECTIVE DATE

9-30-99

Maria A. Martinez
Maria A. Martinez

*Merger
10-6-99
AMS*

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERIPARK GULFPORT CORP., a Florida corporation, P97000003923

INTO

AMERIPARK LODGES CORP., a Delaware corporation not qualified in Florida

File date: September 29, 1999, effective September 30, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
AMERIPARK GULFPORT CORP.
INTO
AMERIPARK LODGES CORP.**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to 607.1104 of the Florida Business Corporation Act, AmeriPark Lodges Corp., a Delaware corporation ("ALC"), and AmeriPark Gulfport Corp., a Florida corporation and the wholly owned subsidiary of ALC ("AmeriPark Gulfport"), hereby adopt the following Articles of Merger for the purpose of merging AmeriPark Gulfport into ALC (the "Merger"):

FIRST: Plan of Merger:

1. The name of the parent corporation is AmeriPark Lodges Corp. and the name of the subsidiary corporation is AmeriPark Gulfport Corp. a Florida corporation.
2. On the effective date of the Merger, each outstanding share of AmeriPark Gulfport common stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

SECOND: The effective date of the Merger is September 30, 1999.

THIRD: The approval of the sole shareholder of ALC and AmeriPark Gulfport was not required.

FOURTH: The Board of Directors of ALC adopted the plan of merger set forth above on September 24, 1999.

IN WITNESS WHEREOF, ALC and AmeriPark Gulfport have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective vice presidents on September 24, 1999.

EFFECTIVE DATE

9-30-99

AMERIPARK GULFPORT CORP.

AMERIPARK LODGES CORP.

By: _____

J. Gordon McMehen,
Vice President

By: _____

J. Gordon McMehen,
Vice President