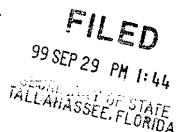
## P97000003923

MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE SUITE 1070 MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300 FAX (305) 373-3739



September 28, 1999

## VIA UPS

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399 -n9/29/99--01068--007 \*\*\*\*\*78.75 \*\*\*\*\*78.75

300003000633---3

Re: Articles of Merger and Articles of Dissolution

Ladies and Gentlemen:

Enclosed for filing please find the following documents:

- 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,

9-30-99

Maria A. Martinez

Enclosures

FILED

99 SEP 29 PM 1: 44

TAELAHASSEE, FLORID.

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

FILED

AMERIPARK GULFPORT CORP.
INTO

99 SEP 29 PM 1: L.L.

AMERIPARK LODGES CORP.

ALLAHASSEE, 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.

J. Gordon McMehen, Vice President

lrm\cpl\ameripar\merger.glf\articles.mrg

y: J. Gordon McMehen,

Vice President