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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.

AUDIT NUMBER.....H98000016525

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

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M. Perger

9/8/98

DC

9/8

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICA LIVE! AT FT. LAUDERDALE I, INC., a Texas corporation not qualified
to transact business in the State of Florida

INTO

WORLD MARDI GRAS AT FT. LAUDERDALE I, INC., a Florida corporation,
P98000076332

File date: September 8, 1998

Corporate Specialist: Darlene Connell

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9/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.
12000 BISCAYNE BLVD.
PENTHOUSE 810
MIAMI, FL 33181

SUBJECT: WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.
REF: P98000076332

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The preparer's statement is incomplete.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000016525
Letter Number: 098A00045483

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. H98-16525

FILED
98 SEP -8 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
AMERICA LIVE! AT FT. LAUDERDALE I, INC.
(a Texas corporation)
INTO
WORLD MARDI GRAS AT FT. LAUDERDALE I, INC.
(a Florida corporation)

Pursuant to Pursuant to Article 5.04 of the Texas Business Corporation Act (the "Texas Act") and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Statutes"), the undersigned corporations adopt the following Articles of Merger and certify as follows:

1. The plan of merger is as follows:
 - (a) AMERICA LIVE! AT FT. LAUDERDALE I, INC. ("ALAF"), a Texas corporation will be merged with and into WORLD MARDI GRAS AT FT. LAUDERDALE I, INC. ("WMG"), a Florida corporation, and WMG will be the surviving corporation.
 - (b) All of the outstanding shares of capital stock of ALAF will be cancelled.
 - (c) The outstanding capital stock of WMG will not be affected by the merger.
2. The effective date (the "Effective Date") of the merger is the later of (i) the filing of these Articles of Merger with the Florida Department of State in accordance with the FBCA and (ii) the issuance of a certificate of merger by the Texas Department of State after the filing of Articles of Merger with the Texas Department of State.
3. The approval of the Agreement and Plan of Merger dated as of September 2, 1998, pursuant to which ALAF will be merged with and into WMG (the "Plan of Merger"), and the performance if its terms were duly authorized by all action required by the laws under which each of WMG and ALAF was incorporated and by each of its constituent documents. The Plan of Merger was adopted by the board of directors of WMG on September 2, 1998 and by the board of directors and shareholders of ALAF on September 2, 1998. Approval of the shareholders of WMG was not required. ALAF has 1000 shares of common stock outstanding, all of which voted for the plan, and none of which are entitled to vote as a class.
4. The Articles of Incorporation and Bylaws of WMG as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of WMG, the surviving corporation, immediately after the Effective Date.
5. The Plan of Merger is on file at the principal place of business of WMG, located at 12000 Biscayne Boulevard, Penthouse 810, Miami, Florida 33181.

This instrument prepared by:
Steven D. Lear, Esquire
Florida Bar No. 607400
Bilzin Sumberg Dunn Price & Axelrod LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

Fax Audit No. H98-16525

6. A copy of the Plan of Merger will be furnished by WMG, on request and without cost, to any stockholder of either WMG or ALAF.
7. WMG will be responsible for the payment of all fees and franchise taxes of ALAF and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of WMG and ALAF by their respective authorized officers as of the 2nd day of September, 1998.

WORLD MARDI GRAS AT FT. LAUDERDALE I,
INC., a Florida corporation
(Name of surviving corporation)

By: Name: Thomas K. IrelandTitle: Vice President

AMERICA LIVE! AT FT. LAUDERDALE I, INC.,
a Texas corporation

By: Name: Dean C. CzerwTitle: President

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