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**ARTICLES OF MERGER OF DOORPRIZE, L.L.C.  
WITH AND INTO DOORPRIZE, LLC**

The undersigned domestic limited liability company and foreign limited liability company do hereby execute the following Articles of Merger pursuant the applicable provisions of the General Laws of Rhode Island, 1956, as amended for the purpose of merging Doorprize, L.L.C., a Rhode Island limited liability company, and Doorprize, LLC, a Florida limited liability company, with and into Doorprize, LLC, a Florida limited liability company.

1. The name of each of the undersigned companies and the state in which each is organized are as follows:

<u>Name of Company</u>	<u>State of Organization</u>
Doorprize, L.L.C.	Rhode Island
Doorprize, LLC	Florida

**FILED**

**AUG 10 2007**

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2. The name that the Surviving Company is to have after the merger is "Doorprize, LLC" which will be governed by the laws of the state of Florida.

3. This merger is permitted under the laws of the State of Rhode Island and the State of Florida. Doorprize, L.L.C. and Doorprize, LLC will be merged into Doorprize, LLC (see Section 6-59 *et seq.* of the Rhode Island Limited Liability Company Act and Section 608.438, *et seq.* of the Florida Statutes). All of the aforesaid companies have complied with the applicable provisions of the laws of the States of Rhode Island and Florida.

4. The PLAN OF MERGER OF DOORPRIZE, L.L.C. AND DOORPRIZE LLC WITH AND INTO DOORPRIZE, LLC (the "PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Manager of Doorprize, LLC, the Surviving Company in the merger, approved and adopted the PLAN OF MERGER by written consent on June 30, 2007, and directed that such document be submitted for approval by its owner. The Manager of Doorprize, L.L.C., the non-Surviving Company in the merger, approved and adopted the PLAN OF MERGER by written consent on June 30, 2007, and directed that such document be submitted for approval by its owner. The individual who is the sole owner/member of both Doorprize, LLC and Doorprize, L.L.C. has approved and adopted the PLAN OF MERGER by written consent on June 30, 2007, in the manner prescribed by law.

8. The Articles of Organization of Doorprize, L.L.C. will not be amended in conjunction with the merger.

9. Since the surviving entity is to be governed by the laws of a state other than the

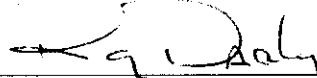
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State of Rhode Island, and such surviving entity is not qualified to conduct business in the state of Rhode Island, the surviving entity, Doorprize, LLC, agrees that it: (I) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 425 South Harbor Drive, Key Largo, FL 33037.

10. The PLAN OF MERGER is incorporated herein by reference, shall be effective upon August 15, 2007 which shall not be later than ninety days after the date of this filing.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the Manager of Doorprize, L.L.C. and Doorprize, LLC, each duly authorized, as of June 30, 2007.

**Doorprize, L.L.C.**, a Rhode Island  
Limited liability company

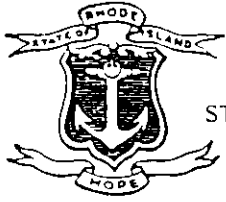


By: R.G. Darby, Manager

**Doorprize, LLC**, a Florida limited liability company



By: R.G. Darby, Manager



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

July 25, 2007

TO WHOM IT MAY CONCERN:

**Re: DOORPRIZE, LLC**

It appears from our records that the above named limited liability company has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named limited liability company for the purpose of:

**MERGER-CORPORATION IS NON-SURVIVOR**

Very truly yours,

David M. Sullivan  
Tax Administrator

Charles J. Larocque  
Acting Chief Revenue Agent  
Corporations

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**PLAN OF MERGER  
OF  
DOORPRIZE, L.L.C.  
(A RHODE ISLAND LIMITED LIABILITY COMPANY)  
AND  
DOORPRIZE, LLC  
(A FLORIDA LIMITED LIABILITY COMPANY)**

**PLAN OF MERGER** by and between, DOORPRIZE, L.L.C., a Rhode Island limited liability company (hereinafter referred to as "LLC1"), and DOORPRIZE, LLC, a Florida limited liability company (hereinafter referred to as "LLC2"), located at 425 South Harbor Drive, Key Largo, Florida 33037.

**WITNESSETH:**

**WHEREAS**, it has been proposed that LLC1 shall merge with and into LLC2, whereby LLC2 will be the entity surviving the merger, pursuant to the laws of Rhode Island and Florida; and

**WHEREAS**, the one individual who is the sole member of LLC1 and the sole member of the LLC2 deems it advisable and to the advantage, welfare and best interest of said entities and their respective members, as the case may be, to merge the LLC1 with and into the LLC2 pursuant to the provisions of Section 7-16-59, *et seq.* of the Rhode Island Limited Liability Company Act and Section 608.438, *et seq.* of the Florida Statutes and upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the sole member of LLC1, and duly approved by a resolution unanimously adopted by the sole member of LLC2, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), LLC1 shall, pursuant to the provisions of Section 7-16-59 *et seq.* of the Rhode Island Limited Liability Company Act, be merged with and into LLC2; the separate organizational existence of LLC1 shall thereupon cease; and LLC2 shall be the entity surviving the merger and shall continue to exist as a Florida limited liability company under the Florida Limited Liability Company Act (the "Merger"). LLC2 shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the LLC1 and LLC2 (collectively referred to as the "Constituent Entities").

2. After the execution of this Plan of Merger, the Surviving Entity will submit Articles of Merger to the Secretary of State of Rhode Island, in accordance with Section 7-16-62 of the Rhode Island Limited Liability Company Act and a Certificate of Merger to the Florida Department of State, in accordance with Section 608.4382 of the Florida Statutes.

3. The Certificate of Merger shall be filed with the Florida Department of State at any time after the date hereof and shall be and become effective upon August 15, 2007 (the "Effective Date").

4. The Articles of Organization of LLC2, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Florida Limited Liability Company Act.

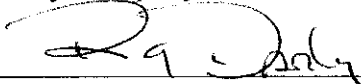
5. The Operating Agreement of LLC2, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Organization and Operating Agreement of the Surviving Entity, and in the manner prescribed by the Florida Limited Liability Company Act.

6. Immediately after the Effective Date, the manager of LLC2 immediately prior to the Effective Date will be the manager of the Surviving LLC in each case until his successor is named.

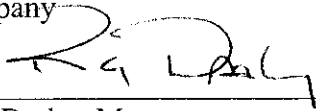
7. LLC1 and LLC2 are owned solely by one individual. After the merger, the individual will continue to own one hundred percent (100%) of LLC2, the surviving entity.

**IN WITNESS WHEREOF**, the parties have caused this Plan of Merger to be executed on this the 30<sup>th</sup> day of June, 2007 by their respective managers.

Doorprize, L.L.C., a Rhode Island Limited Liability Company

  
\_\_\_\_\_  
R.G. Darby, Manager

Doorprize, LLC, a Florida Limited Liability Company

  
\_\_\_\_\_  
R.G. Darby, Manager

**DOORPRIZE, L.L.C.**  
**UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER**  
**APPROVING PLAN OF MERGER**

Comes now the sole Member of Doorprize, L.L.C., a Rhode Island Limited Liability Company (the "Company"), pursuant to provisions of the Operating Agreement of the Company, does hereby waive any and all requirements for the holding of a meeting of the members of the Company and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

**APPROVAL OF MERGER WITH DOORPRIZE, LLC**

WHEREAS, in the opinion of the sole Member, it is advisable and in the best interests of the Company that the Company be merged with and into Doorprize, LLC, a Florida limited liability company, pursuant to the provisions of the Rhode Island Limited Liability Company Act and the Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the PLAN OF MERGER OF DOORPRIZE, L.L.C. AND DOORPRIZE, LLC (the "PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER to be filed with the Rhode Island Secretary of State and the CERTIFICATE OF MERGER to be filed with the Florida Department of State, copies of which are attached hereto as Exhibits 2 and 3 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

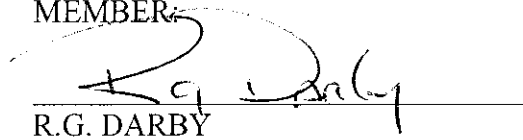
FURTHER RESOLVED, that the Manager, R.G. Darby, of the Company be, and is hereby, authorized and directed to execute the PLAN OF MERGER, ARTICLES OF MERGER and CERTIFICATE OF MERGER; and

FURTHER RESOLVED, the member and Manager of the Company be, and he is, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Company, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as he may deem necessary or appropriate to effectuate the PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole member of the Company, does hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company. This document shall be made a part of the minutes of the Company.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hands and seals on this the 30<sup>th</sup> day of June, 2007.

MEMBER:

A handwritten signature in black ink, appearing to read "R.G. Darby", is written over a horizontal line. The signature is stylized and cursive.

R.G. DARBY

**DOORPRIZE, LLC**  
**UNANIMOUS WRITTEN CONSENT OF SOLE MEMBER**  
**APPROVING PLAN OF MERGER**

Comes now the sole Member of Doorprize, LLC, a Florida Limited Liability Company (the "Company"), pursuant to provisions of the Operating Agreement of the Company, does hereby waive any and all requirements for the holding of a meeting of the members of the Company and does hereby unanimously take the following actions and adopt the following preambles and resolutions by signing his written consent hereto:

**APPROVAL OF MERGER WITH DOORPRIZE, L.L.C.**

WHEREAS, in the opinion of the sole Member, it is advisable and in the best interests of the Company that the Company be merged with Doorprize, L.L.C., a Rhode Island limited liability company, pursuant to the provisions of the Rhode Island Limited Liability Company Act and the Florida Statutes; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the PLAN OF MERGER OF DOORPRIZE, L.L.C. AND DOORPRIZE, LLC (the "PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER to be filed with the Rhode Island Secretary of Stated and the CERTIFICATE OF MERGER to be filed with the Florida Department of State, copies of which are attached hereto as Exhibits 2 and 3 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the Manager, R.G. Darby, of the Company be, and is hereby, authorized and directed to execute the PLAN OF MERGER, ARTICLES OF MERGER and CERTIFICATE OF MERGER; and

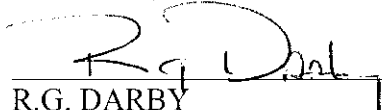
FURTHER RESOLVED, the member and Manager of the Company be, and he is, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Company, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as he may deem necessary or appropriate to effectuate the PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being the sole member of the Company, does hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company. This document shall be made a part of the minutes of the Company.



IN WITNESS WHEREOF, the undersigned member has hereunto set his hands and seals on this the 30<sup>th</sup> day of June, 2007.

MEMBER:

  
\_\_\_\_\_  
R.G. DARBY



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

