

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 02/19/2008
REQUEST NUMBER: 08050509A

I 5/05/08 10:09:19
BK 15 PG 322
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

FILE/REGISTRATION DATE: 01/13/1989
STATUS: MERGED
CONTROL NUMBER: 0211060
JURISDICTION: TENNESSEE

TO:
ACCUDOCs
PO BOX 1853

COLUMBIA, TN 38402-1853

REQUESTED BY:
ACCUDOCs
PO BOX 1853

COLUMBIA, TN 38402-1853

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"BELZ INVESTCO L.P."

WAS FORMED OR REGISTERED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE
DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN THIS OFFICE ON THE
DATE(S) AS INDICATED BELOW:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION																
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC								
3783-0752	12/21/1999	MERGER																	

FOR: REQUEST FOR COPIES

ON DATE: 02/19/08

FEEs

FROM:
VALERIE MERKEL
124 WESTFIELD DR.

COLUMBIA, TN 38402-0000

RECEIVED: \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00
RECEIPT NUMBER: 00004331563
ACCOUNT NUMBER: 00072338



SS-4458

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

DAB

3

**CERTIFICATE OF MERGER OF
BELZ INVESTCO L.P.
WITH
BELZ INVESTCO GP**

Pursuant to the provisions of Section 61-2-211(c), Tennessee Code Annotated, the undersigned hereby submit this Certificate of Merger and state as follows:

1. The name of the merging limited partnership is Belz Investco L.P. which was formed pursuant to the Tennessee Revised Uniform Limited Partnership Act, Tennessee Code Annotated, Section 61-2-101, et seq., by entering into that certain Agreement of Limited Partnership of Belz Investco L.P., dated as of December 22, 1988, as amended by Amendment to the Limited Partnership Agreement, effective as of December 22, 1988, and Assignment and Second Amendment to Limited Partnership Agreement effective as of July 31, 1992 and by filing its Certificate of Limited Partnership in the Office of the Secretary of State of the State of Tennessee on January 13, 1989, as amended by Amendment to the Certificate of Limited Partnership filed February 18, 1993, and Second Amendment to the Certificate of Limited Partnership filed October 9, 1995.

2. The name of the surviving partnership is Belz Investco GP, a Tennessee general partnership, which was formed pursuant to the Uniform Partnership Act, Tennessee Code Annotated, Sections 61-1-101, et seq., by entering into a Partnership Agreement dated as of December 20, 1999 (the "GP Agreement"). The GP Agreement is on file at 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103, which is the principal place of business of the surviving general partnership.

3. It is the intent of the partners to effect a merger of Belz Investco L.P. into Belz Investco GP, with the latter being the surviving entity; and in order to memorialize and affirm the said merger, the partners of Belz Investco L.P. and Belz Investco GP entered into that certain Agreement of Merger dated as of December 20, 1999, pursuant to which the Managing Partner of Belz Investco GP was directed to execute this Certificate of Merger and to file it in the office of the Tennessee Secretary of State. The Agreement of Merger is on file at 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103, the principal place of business of the surviving general partnership.

4. The effective date of the merger will be the filing date of this Certificate of Merger, it being the intent of the parties that as of such date, for all purposes of the laws of the State of Tennessee, all of the rights, privileges and powers of Belz Investco L.P. will have merged with those of Belz Investco GP and all property, real, personal and mixed, and all debts due to Belz Investco L.P. as well as all other things and causes of action belonging to Belz Investco L.P. will be vested in Belz Investco GP and thereafter will be the property of General Partnership and the title to any real property vested in Belz Investco L.P. shall not revert or be in any way impaired, and all rights of creditors and all liens upon any property of Belz Investco L.P. will be preserved unimpaired, and all debts, liabilities and duties of Belz Investco L.P. thenceforth will attach

