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**Statement of Merger**  
**(Surviving Entity is a Foreign Entity)**

filed pursuant to § 7-90-203.7 and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

*(Caution: At least one merging entity must be an entity formed under the laws of Colorado.)*

ID Number 20011022627  
*(Colorado Secretary of State ID number)*

Entity name or true name East Vail Holding, LLC

Form of entity Limited Liability Company

Jurisdiction Colorado

Street address 4768 Meadow Drive  
*(Street number and name)*

Vail CO 81657  
*(City) (State) (ZIP/Postal Code)*

*(Province - if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)* *(Street number and name or Post Office Box information)*

*(City) (State) (ZIP/Postal Code)*

*(Province - if applicable) (Country)*

ID Number \_\_\_\_\_  
*(Colorado Secretary of State ID number)*

Entity name or true name \_\_\_\_\_

Form of entity \_\_\_\_\_

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

Mailing address \_\_\_\_\_

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

ID Number \_\_\_\_\_

(Colorado Secretary of State ID number)

Entity name or true name \_\_\_\_\_

Form of entity \_\_\_\_\_

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

Mailing address \_\_\_\_\_

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity which is a foreign entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: The surviving entity cannot be an entity formed under the laws of Colorado.)

ID Number \_\_\_\_\_

(Colorado Secretary of State ID number)

Entity name or true name Central Park Realty Holding Corp.  
 Form of entity Corporation  
 Jurisdiction New York  
Street address 250 West 57th Street  
(Street number and name)  
Suite 2401  
New York NY 10107  
(City) (State) (ZIP/Postal Code)  
(Province - if applicable) (Country)

Mailing address  
 (leave blank if same as street address) (Street number and name or Post Office Box information)  
(City) (State) (ZIP/Postal Code)  
(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving foreign entity.

4. (If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number \_\_\_\_\_  
 Document number \_\_\_\_\_  
 Document number \_\_\_\_\_

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

5. (Mark the applicable box and complete the statement. Caution: Mark only one box.)

The surviving foreign entity maintains a registered agent in this state.

OR

The surviving foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

OR

The surviving foreign entity has not maintained a registered agent in this state and appoints a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name  
 (if an individual) \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name )

Street address

\_\_\_\_\_  
 (Street number and name)

\_\_\_\_\_  
 (City) CO (State) \_\_\_\_\_ (ZIP Code)

Mailing address

(leave blank, if same as street address)

\_\_\_\_\_  
 (Street number and name or Post Office Box information)

\_\_\_\_\_  
 (City) CO (State) \_\_\_\_\_ (ZIP Code)

6. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are \_\_\_\_\_

(mm/dd/yyyy hour:minute am/pm)

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8. The true name and mailing address of the individual causing this document to be delivered for filing are

Howard Robert D.  
 (Last) (First) (Middle) (Suffix)

Romer Debbas LLP  
 (Street number and name or Post Office Box information)

275 Madison Avenue, Suite 801

New York NY 10016  
 (City) (State) (ZIP/Postal Code)

\_\_\_\_\_  
 (Province - if applicable) USA (Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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