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PICK-UP WAIT MAIL

(Business Entity Name)

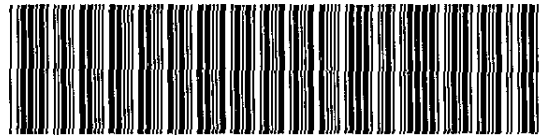
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04 OCT -4 PM 2:58
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TALLAHASSEE, FLORIDA

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CORPORATIONS
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/04/04

REF. #: 0438.30420

CORP. NAME: TAMPA WESTSHORE HOTEL, INC. with and into EHP WESTSHORE SUITES, LLC

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TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 509898 FOR \$ 120.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY (2) | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF MERGER
OF
TAMPA WESTSHORE HOTEL, INC.
WITH AND INTO
EHP WESTSHORE SUITES, LLC**

992000010025

FILED
04 OCT - 4 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Florida Secretary of State

Tampa Westshore Hotel, Inc., a Florida corporation (the "Corporation"), and EHP Westshore Suites, LLC, a Florida limited liability company ("EHP"), submit the following Articles of Merger for filing and certify that:

1. The name and state of formation of each of the business entities intending to merge are as follows:

<u>Name</u>	<u>State of Formation</u>
Tampa Westshore Hotel, Inc.	Florida
EHP Westshore Suites, LLC	Florida

2. A Plan of Merger, attached hereto, between the parties to the merger has been approved and executed by the Corporation and EHP in accordance with the requirements of Chapters 607 and 608 of the Florida Business Corporation Act and Florida Limited Liability Company Act respectively (the "Merger"). The terms and conditions of the Merger were deemed advisable, authorized and approved by the written unanimous consent of the Corporation's directors and shareholders in accordance with applicable law and its Amended and Restated Articles of Incorporation. The sole member of EHP deemed advisable, authorized and approved the Merger by written unanimous consent and in accordance with both the law and its Articles of Organization.
3. The name of the surviving limited liability company is EHP Westshore Suites, LLC, a Florida limited liability company, organized under the laws of Florida on July 13, 2004.
4. Because no amendment or changes to the Articles of Organization is necessary pursuant to this merger, the Articles of Organization of EHP shall remain unchanged following the Merger.
5. The executed Plan of Merger is on file at the principal office of EHP, the address of which is c/o Eagle Hospitality Properties Trust, Inc., 100 E. RiverCenter Blvd., Suite 480, Covington, Kentucky 41011.

The Managing Member of EHP WESTSHORE SUITES, LLC is:

EHP OPERATING PARTNERSHIP, L.P.
100 E. RIVERCENTER BLVD., SUITE 480
COVINGTON, KY 41011

6. A copy of the Plan of Merger will be furnished by EHP, on request and without cost, to any shareholder in the Corporation or any person holding an interest in EHP.
7. The effective date of the Merger shall be 11:59 p.m. on October 4, 2004.

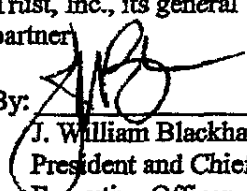
[Signatures on next page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger
this 1st day of October, 2004.


TAMPA WESTSHORE HOTEL, INC.,
a Florida corporation

By: EHP Operating Partnership, L.P., a
Maryland limited partnership, as
Attorney-in-Fact

By: Eagle Hospitality Properties
Trust, Inc., its general
partner

By: 
J. William Blackham
President and Chief
Executive Officer

ATTEST:



William P. Butler

Title: Chairman & Treasurer of
Tampa Westshore Hotel, Inc.

EHP WESTSHORE SUITES, LLC,
a Florida limited liability company

By: EHP Rochester Hotel Holding, LLC,
a Delaware limited liability company

By: EHP Operating Partnership, L.P.,
its sole member and manager

By: 

J. William Blackham
President and Chief Executive
Officer

ATTEST:


Thomas A. Frederick
Vice President, Secretary and Treasurer

PLAN OF MERGER
OF
TAMPA WESTSHORE HOTEL, INC.
WITH AND INTO
EHP WESTSHORE SUITES, LLC

Pursuant to this Plan of Merger ("Plan of Merger"), Tampa Westshore Hotel, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, will be merged with and into EHP Westshore Suites, LLC ("EHP"), a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE I
DEFINITIONS

Except as otherwise provided herein, the capitalized terms set forth below shall have the following meanings:

1.1 "Articles of Merger" shall mean the Articles of Merger to be executed by EHP and filed with the Secretary of State of the State of Florida as contemplated by Section 2.2 of this Plan of Merger.

1.2 "Effective Time" shall mean the date and time on which the Merger becomes effective pursuant to the Laws of the State of Florida as defined in Section 2.2 of this Plan of Merger.

1.3 "Corporation Shares" shall mean the interests in the Corporation held by the shareholders.

1.4 "EHP Membership Interests" shall mean the issued and outstanding membership interests prior to the Effective Time.

1.5 "FBCA" shall mean the Florida Business Corporation Act.

1.6 "FLLCA" shall mean the Florida Limited Liability Company Act.

1.7 "Law" shall mean any code, law (including common law), ordinance, regulation, reporting or licensing requirement, rule, or statute applicable to a Person or its assets, liabilities, or business, including those promulgated, interpreted or enforced by any regulatory authority.

1.8 "Merger" shall mean the merger of the Corporation with and into EHP as provided in Section 2.1 of this Plan of Merger.

1.9 "Person" shall mean a natural person or any legal, commercial or governmental entity, such as, but not limited to, a corporation, general partnership, joint venture, limited partnership, limited liability company, trust, business association, group acting in concert, or any person acting in a representative capacity.

1.10 "Surviving Company" shall have the meaning set forth in Section 2.1 of this Plan of Merger.

ARTICLE II

TERMS OF MERGER

2.1 **Merger.** At the Effective Time, pursuant to and subject to the terms and conditions set forth in this Agreement of Merger and in accordance with the FBCA and the FLLCA, the Corporation shall be merged with and into EHP and the separate corporate existence of the Corporation shall cease (the "**Merger**"). EHP shall be the surviving company (the "**Surviving Company**") resulting from the Merger and shall continue to be governed by the Laws of the State of Delaware.

2.2 **Effective Time.** The Merger shall become effective on the date and at the time specified in the Articles of Merger to be filed with the Secretary of State of the State of Florida as provided in the FLLCA and FBCA.

2.3 **Articles of Organization.** The Articles of Organization of EHP shall be the Articles of Organization of the Surviving Company and shall not be amended in connection with the Merger.

ARTICLE III

MANNER OF CONVERTING SHARES

3.1 **Conversion of Shares.** At the Effective Time, by virtue of the Merger and without any action on the part of EHP or the Corporation or their members or shareholders, the ownership interests of the constituent entities shall be cancelled or converted as follows:

(a) Each EHP Membership Interest shall be cancelled without consideration therefore or conversion thereof; and

(b) Each Corporation Share of the Corporation outstanding immediately prior to the Effective Time shall be converted to an equivalent number of EHP Membership Interests.

ARTICLE IV
MISCELLANEOUS

4.1 **Amendment and Waiver.** To the extent permitted by Law, this Agreement of Merger may be amended by a subsequent writing signed by each of the parties.

4.2 **Governing Law.** Except to the extent federal law shall be controlling, this Agreement of Merger shall be governed by and construed and enforced in accordance with the laws of the State of Florida, without regard to any applicable conflicts of law provision thereof.

4.3 **Captions.** The captions contained in this Agreement of Merger are for reference purposes only and are not part of this Agreement of Merger.

4.4 **Counterparts.** This Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

4.5 **Termination.** This Agreement of Merger may be terminated at any time prior to the Effective Time by the parties hereto.

4.6 **Plan of Liquidation.** The parties intend that this Agreement of Merger constitute a plan of liquidation of Tampa Westshore Hotel, Inc. within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.


[Signatures on the following page]

IN WITNESS WHEREOF, each of the parties has caused this Agreement of Merger to be executed on its behalf and its corporate seal to be hereunto affixed and attested by officers thereunto duly authorized all as of the 15th day of October, 2004.

TAMPA WESTSHORE HOTEL, INC., a Florida corporation

By: EHP Operating Partnership, L.P., a Maryland limited partnership, as Attorney-in-Fact

By: Eagle Hospitality Properties Trust, Inc., its general partner

By: 
J. William Blackham
President and Chief Executive Officer

ATTEST:




William P. Butler

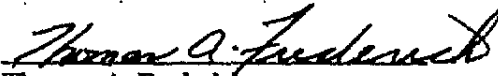
Title: Chairman & Treasurer of
Tampa Westshore Hotel, Inc.

EHP WESTSHORE SUITES, LLC,
a Florida limited liability company

By: EHP Operating Partnership, L.P.,
its sole member and manager

By: 
J. William Blackham
President and Chief Executive
Officer

ATTEST:


Thomas A. Frederick
Vice President, Secretary and Treasurer