

P92000007831

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2013765-2
(Sub Account)

DATE: 12-15

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____ - ____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: Hialeah Hotel Inc. (FL CORP)

DOCUMENT NUMBER: _____
(if applicable)

100002712521--9

AUTHORIZATION: C. Woodruff

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

Merger

- Call When Ready () Call if Problem () After 4:30
- Walk In () Will Wait () Pick Up
- Mail Out

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 15 AM 8:59

RECEIVED
98 DEC 15 AM 10:12

ARTICLES OF MERGER
Merger Sheet

MERGING:

HIALEAH HOTEL, INC.

INTO

HIALEAH HOTEL LLC, corporation not qualified in Florida.

File date: December 15, 1998

Corporate Specialist: Michelle Hodges

Account number: FCA000000005

Account charged: 87.50

FILED
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DIVISION OF CORPORATIONS
98 DEC 15 AM 9:45

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. Hialeah Hotel, Inc.</u> <u>Two North Riverside Plaza</u> <u>Chicago, IL 60606</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P92000007831</u>		FEI Number: <u>36-3857719</u>
<u>2. Hialeah Hotel LLC</u> <u>Two North Riverside Plaza</u> <u>Chicago, IL 60606</u>	<u>Delaware</u>	<u>Limited Liability Company</u>
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>Applied for</u>

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DIVISION OF CORPORATIONS
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Hialeah Hotel LLC</u> <u>Two North Riverside Plaza</u> <u>Chicago, IL 60606</u>	<u>Delaware</u>	<u>Limited Liability Company</u>
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>Applied for</u>

THIRD: The attached Plan of Merger and Agreement of Merger meet the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each one of the merging parties in accordance with Chapter(s) 607,617,608, and/or 620, Florida Statutes.

FOURTH: N/A

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Hialeah Hotel, Inc., party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders, of Hialeah Hotel, Inc., a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608,4384, Florida Statutes.

SEVENTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a member of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of limited liability company that is a party to the merger.

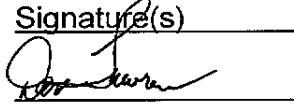
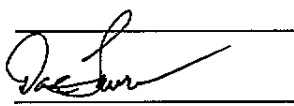
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Delaware Secretary of State and Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(NOTE: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Hialeah Hotel, Inc.</u>		<u>Dave Lawrence</u> <u>Vice President</u>
<u>Hialeah Hotel LLC</u>		<u>Dave Lawrence</u> <u>Authorized person</u>

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.

All Limited Liability Companies: In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Liability Company: \$52.50
For each Corporation: \$35.00

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hialeah Hotel, Inc.	Florida
Hialeah Hotel LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hialeah Hotel LLC	Delaware

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THIRD: The terms and conditions of the merger are as follows:

Hialeah Hotel, Inc. and Hialeah Hotel LLC shall, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a limited liability company, to wit, Hialeah Hotel LLC, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Delaware Limited Liability Company Act.

The separate existence of Hialeah Hotel, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act.

The Limited Liability Company Agreement of the surviving company, as now in force and effect, shall continue to be the Limited Liability Company Agreement of said surviving company, and said Limited Liability Company Agreement shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

As of the effective time of the merger, by virtue of the merger of HIALEAH HOTEL, INC. and HIALEAH HOTEL LLC, and without any action on the part of any holder of any shares of capital stock of HIALEAH HOTEL, INC.:

(a) all outstanding shares of common stock, par value of \$1.00 per share of HIALEH HOTEL, INC., in the aggregate, shall be converted into an equivalent number of common units of the surviving company.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH:

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more members, the name and address of the sole member is as follows:

Eagle Industries LLC
Two North Riverside Plaza
Suite 1100
Chicago, Illinois 60606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated have been complied with. Please refer to the attached Agreement of Merger

EIGHTH: Other provisions, if any, relating to the merger.

None

AGREEMENT OF MERGER

(Attached)

AGREEMENT OF MERGER

OF

HIALEAH HOTEL, INC.
(a Florida corporation)

AND

HIALEAH HOTEL LLC
(a Delaware limited liability company)

AGREEMENT OF MERGER approved on December 6, 1998, pursuant to Section 607 of the Florida Business Corporation Act by HIALEAH HOTEL, INC., a business corporation of the State of Florida, and by resolution adopted by its board of Directors on said date, and approved on December 6, 1998, pursuant to Section 18-209 of the Delaware Limited Liability Company Act by HIALEAH HOTEL LLC, a limited liability company of the State of Delaware, and in accordance with its Limited Liability Company Agreement on said date.

WHEREAS, HIALEAH HOTEL, INC. and HIALEAH HOTEL LLC and the Board of Directors of HIALEAH HOTEL, INC. and appropriate members of HIALEAH HOTEL LLC declare it advisable and to the advantage, welfare, and best interests of said corporation and said limited liability company and their respective stockholders and members to merge HIALEAH HOTEL, INC. with and into HIALEAH HOTEL LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of HIALEAH HOTEL, INC. and duly approved by the appropriate members of HIALEAH HOTEL LLC, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. HIALEAH HOTEL, INC. and HIALEAH HOTEL LLC shall, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a limited liability company, to wit, HIALEAH HOTEL LLC, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Delaware Limited Liability Company Act.

The separate existence of HIALEAH HOTEL, INC., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act.

2. The Limited Liability Company Agreement of the surviving company, as now in force and effect, shall continue to be the Limited Liability Company Agreement of said surviving company, and said Limited Liability Company Agreement shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

3. As of the time of the merger, by virtue of the merger of HIALEAH HOTEL, INC. and HIALEAH HOTEL LLC, and without any action on the part of any holder of any shares of capital stock of HIALEAH HOTEL, INC.:

(a) all outstanding shares of common stock, par value of \$1.00 per share of HIALEAH HOTEL, INC., in the aggregate, shall be converted into common units of the surviving company.

4. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving company in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Delaware Limited Liability Company Act, the said terminating corporation and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of Delaware and Florida, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

5. The Board of Directors and the proper officers of the terminating corporation and the operating Board and members of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.


6. The effective time of the Agreement of Merger and the time when the merger therein agreed upon shall become effective shall be upon the filing of the Certificate of Merger with the Delaware Secretary of State.

7. Notwithstanding the full adoption of this Agreement of Merger, the said Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware by mutual written consent of all parties herein.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the parties thereto.


Dated: December 14, 1998

HIALEAH HOTEL, INC., a Florida corporation

By: 
Dave Lawrence, Vice President

Dated: December 14, 1998

HIALEAH HOTEL, LLC, a Delaware limited liability company

By: 
Dave Lawrence, Authorized person

CERTIFICATE OF SECRETARY OF
HIALEAH HOTEL, INC.

The undersigned, being the Secretary of HIALEAH HOTEL, INC., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 607 of the Florida Business Corporation Act.

Dated: Dec. 14, 1998



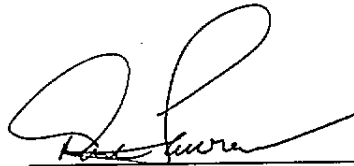
Ira Chaplik, Secretary

CERTIFICATE OF AUTHORIZED PERSON OF
HIALEAH HOTEL LLC

The undersigned, being an authorized person of HIALEAH HOTEL LLC, does hereby certify that:

the foregoing Agreement of Merger was approved in accordance with the Limited Liability Company Agreement of HIALEAH HOTEL LLC and in accordance with the laws of the State of Delaware.

Dated: Dec. 14, 1998



Dave Lawrence, Authorized Person