

560155

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Impac Holdings III, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$87.50

# 70.00

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Service Management Corp.	Florida	Corporation
#560155		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Impac Holdings III, L.L.C.	Georgia	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

3445 Peachtree Road NE

Suite 700

Atlanta, GA 30326

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: 3445 Peachtree Road NE

Suite 700

Atlanta, GA 30326

Mailing address: 3445 Peachtree Road NE

Suite 700

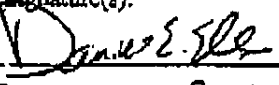
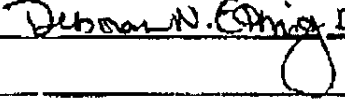
Atlanta, GA 30326

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Service Management Corp.		Daniel Ellis
Impac Holdings III, LLC		Deborah N. Ethridge

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Corporations:	Chairman, Vice Chairman, President or Officer (if no directors selected, signature of incorporator)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**AGREEMENT AND PLAN OF MERGER  
OF  
SERVICO MANAGEMENT CORP.,  
A FLORIDA CORPORATION  
AND  
IMPAC HOLDINGS III, L.L.C.,  
A GEORGIA LIMITED LIABILITY COMPANY**

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THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 16 day of August, 2007, and shall be effective (the "Effective Date") as of the filing of the Articles of Merger, by and between Servico Management Corp., a Florida corporation ("Servico Management"), and Impac Holdings III, L.L.C., a Georgia limited liability company ("Impac") (Servico Management and Impac are sometimes hereinafter referred to collectively as the "Constituent Companies");

**WITNESSETH:**

**WHEREAS**, the Board of Directors of Servico Management deems it advisable and for the benefit of such company and its sole shareholder that Servico Management merges with and into Impac pursuant to the terms of this Agreement and Plan of Merger and in accordance with the applicable laws of the States of Florida and Georgia; and

**WHEREAS**, the sole member of Impac deems it advisable and for the benefit of Impac and its sole member that Servico Management merges with and into Impac pursuant to the terms of this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Georgia.

**NOW, THEREFORE**, for and in consideration of the premises hereof and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Agreement and Plan of Merger by the sole member of Impac (being sometimes referred to as the "Surviving Company") and the sole shareholder of the Servico Management (Servico Management being sometimes referred to as the "Merged Company"), that Servico Management be merged with and into Impac, with Impac being the surviving company in such merger in accordance with the applicable laws of the States of Florida and Georgia and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

The Articles of Organization of Impac shall on the Effective Date become the Articles of Organization of the Surviving Company.

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2.

The manner of converting or otherwise dealing with the shares and the membership interests of each of the Constituent Companies is as follows:

Upon the Effective Date of the merger:

- (i) All of the issued and outstanding shares of the Merged Company shall be automatically cancelled, surrendered and terminated.
- (ii) All of the issued and outstanding membership interests of the Surviving Company immediately prior to the merger shall continue to represent the outstanding membership interests of the Surviving Company.

3.

Upon the Effective Date, the separate existence of Servico Management shall cease, and the Surviving Company shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature of Servico Management; and all property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest of or belonging to or due to each of such companies shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed, and the title to any real estate or any interest therein vested in Servico Management shall not revert or be in any way impaired by reason of this merger; and the Surviving Company shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of Servico Management; and any claim existing or action or proceeding, civil or criminal, pending by or against Servico Management may be prosecuted as if such merger had not taken place, or the Surviving Company may be substituted in its place, and any judgment rendered against any of such companies may thenceforth be enforced against the Surviving Company; and neither the rights of creditors nor any liens upon the property of Servico Management shall be impaired by such merger.

4.

Upon the Effective Date, the Articles of Incorporation and bylaws of Servico Management shall be terminated and shall have no further force or effect.

5.

Upon the merger becoming effective, the assets and liabilities of Servico Management shall be recorded on the books of the Surviving Company at the amounts at which they are carried on the books of Servico Management immediately prior to the merger; and the earned surplus of the Surviving Company shall be the combined earned surplus of Servico Management and the Surviving Company and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

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6.

If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of Service Management, the sole shareholder of Service Management shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the Constituent Companies have each caused this Agreement and Plan of Merger to be executed on their respective behalf by their members or duly authorized officers effective as of the day and year first above written.

**SERVICO MANAGEMENT CORP.,**  
a Florida corporation

By: \_\_\_\_\_

*Daniel E. Ellis*  
Daniel E. Ellis, Vice President

**Impac HOLDINGS III, L.L.C.,**  
a Georgia limited liability company

By: Impac HOTEL GROUP, L.L.C., its sole member

By: \_\_\_\_\_

*Daniel E. Ellis*  
Daniel E. Ellis, Vice President

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