

Dec 30 2009 4:38PM

Bankers Financial Corp.

1-727-803-2090

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Florida Department of State  
Division of Corporations  
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Account Name : BANKERS INSURANCE CO.  
Account Number : 074230003715  
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EFFECTIVE DATE  
12/31/09

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**MERGER OR SHARE EXCHANGE**

**Bankers Financial Corporation**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

merger  
12/31/09

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdictionBankers Financial CorporationFlorida

The name and jurisdiction of each **subsidiary** corporation:

NameJurisdictionHeritage Hotel Holding CompanyFlorida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Since Bankers Financial Corporation is the sole owner and holder of 1,000 shares of the common capital stock, \$.10 par value of Heritage Hotel Holding Company, represented by certificate 2 and there being no other stock of Heritage Hotel Holding Company issued and outstanding, upon the merger said 1,000 shares of stock shall be cancelled.

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Bankers Financial Corp**

LM

Richard G. Torra, Secretary

Heritage Hotel Holding Co

✓ M2

Richard G. Totta, Secretary

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