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CT CORPORATION SYSTEM

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City

State

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Phone

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-05/04/98--01001--001
*****35.00 *****35.00

CORPORATION(S) NAME

HQ Rocky Point, Inc.

merged into:

Chicago Suites, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

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5/1/98

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DIVISION OF CORPORATIONS
98 MAY -1 PM 4:28

CR2E031 (1-89)

ARTICLES OF CORRECTION

FILED
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DIVISION OF CORPORATIONS
98 MAY -1 PM 4:28

The undersigned corporations, pursuant to Section 607.0124 of the Florida Business Corporation Act hereby execute the following Articles of Correction:

FIRST: On April 22, 1998, the undersigned corporations filed Articles of Merger with the Secretary of State to become effective on May 1, 1998, pursuant to which HQ Rocky Point, Inc., a Florida corporation would merge with and into Chicago Suites, Inc., a Delaware corporation and the surviving corporation.

SECOND: Certain amendments to the Agreement and Plan of Merger attached thereto were inadvertently omitted from the Agreement and Plan of Merger filed with the Articles of Merger. Such amendments are attached hereto as Exhibit A.

THIRD: These Articles of Correction are effective as of May 1, 1998, the effective date of the Articles of Merger.

Signed this 30th day of April, 1998.

CHICAGO SUITES, INC.

By: 

Joseph D. Wallace
President

HQ ROCKY POINT, INC.

By: 

Ronald Whitehouse
Chairman of the Board, and
Chief Executive Officer

Exhibit A

FIRST AMENDMENT TO THE AGREEMENT
AND PLAN OF MERGER

THIS FIRST AMENDMENT TO THE AGREEMENT AND PLAN OF MERGER (this "First Amendment") is dated as of April 20th, 1998 by and among OMNIOFFICES, INC., a Delaware corporation ("OmniOffices"), CHICAGO SUTES, INC., a Delaware corporation ("NEWCO"), HQ CHICAGO, INC., an Illinois corporation ("HQ-Chicago"), HQ LOOP, INC., an Illinois corporation ("HQ-Loop"), HQ LISLE, INC., an Illinois corporation ("HQ-Lisle"), HQ WACKER, INC., an Illinois corporation ("HQ-Wacker"), HQ BANNOCKBURN, INC., an Illinois corporation ("HQ-Bannockburn"), HQ INDIANAPOLIS, INC., an Indiana corporation ("HQ-Indianapolis"), HQ MERIDIAN, INC., an Indiana corporation ("HQ-Meridian"), ANRON, INC., a Florida corporation ("Anron"), HQ ROCKY POINT, INC., a Florida corporation ("HQ-Rocky Point"), RONETTE, INC., a Florida corporation ("Ronette"), HQ HIDDEN RIVER, INC., a Florida corporation ("HQ-Hidden River"), HQ BOCA RATON, INC., a Florida corporation ("HQ-Boca Raton"), HQ PLANTATION, INC., a Florida corporation ("HQ-Plantation"), LAJOLLA ESM, INC., a California corporation ("LaJolla ESM"), HQ RANCHO BERNARDO, INC., a California corporation ("HQ-Rancho Bernardo"), EXECUTIVE SUITE MANAGEMENT, INC., a California corporation ("ESM"), DEL MAR ESM INC., a California corporation ("Del Mar ESM"), and RONALD WHITEHOUSE (the "Stockholder"), the sole stockholder of HQ-Chicago, HQ-Loop, HQ-Lisle, HQ-Wacker, HQ-Bannockburn, HQ-Indianapolis, HQ-Meridian, Anron, HQ-Rocky Point, Ronette, HQ-Hidden River, HQ-Boca Raton, HQ-Plantation, LaJolla ESM, HQ-Rancho Bernardo, ESM, and Del Mar ESM (each a "Merging Company," together the "Merging Companies").

WHEREAS, pursuant to Section 15.5 of the Agreement and Plan of Merger by and among the parties hereto dated as of March 13, 1998 (the "Merger Agreement"), the parties hereto desire to amend the Merger Agreement to provide that the effective date shall be May 1, 1998 with respect to the mergers of HQ-Chicago, HQ-Loop, HQ-Lisle, HQ-Wacker, HQ-Bannockburn, HQ-Indianapolis, and HQ-Meridian with and into NEWCO, subject to the satisfaction or waiver of certain conditions.

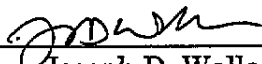
NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements hereinafter set forth, the parties hereto hereby amend Section 2.3 of the Merger Agreement to provide that the effective date shall be May 1, 1998 with respect to the mergers of HQ-Chicago, HQ-Loop, HQ-Lisle, HQ-Wacker, HQ-Bannockburn, HQ-Indianapolis, and HQ-Meridan with and into NEWCO, provided that the conditions set forth in Sections 9 and 10 of the Merger Agreement are satisfied or waived by such date.

Except as modified herein, all terms and conditions of the Merger Agreement shall remain in full force and effect, which terms and conditions the parties hereby ratify and affirm.

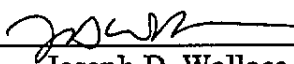
IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment, or have caused this First Amendment to be duly executed on their behalf, as of the day and year first above written.

BUYER:

OMNIOFFICES, INC.

By: 
Name: Joseph D. Wallace
Title: Executive Vice President

CHICAGO SUITES, INC.

By: 
Name: Joseph D. Wallace
Title: President

MERGING COMPANIES:

HQ CHICAGO, INC., HQ LOOP, INC.,
HQ LISLE, INC., HQ WACKER, INC.,
HQ BANNOCKBURN, INC.,
HQ INDIANAPOLIS, INC., HQ MERIDIAN,
INC., ANRON, INC., HQ ROCKY POINT,
INC., RONETTE, INC., HQ HIDDEN
RIVER, INC., HQ BOCA RATON, INC.,
HQ PLANTATION, INC., LAJOLLA ESM,
INC., HQ RANCHO BERNARDO, INC.,
EXECUTIVE SUITE MANAGEMENT, INC.,
AND DEL MAR ESM, INC.,

By: 
Name: Ronald Whitehouse
Title: Chief Executive Officer and Chairman
of the Board

STOCKHOLDER:



Ronald Whitehouse

For purposes of Sections 3.5 and 15.9 of the Merger Agreement only:

CARRAMERICA REALTY CORPORATION

By: _____

Name: _____

Title: _____

STOCKHOLDER:

Ronald Whitehouse

For purposes of Sections 3.5 and 15.9 of the Merger Agreement only:

CARRAMERICA REALTY CORPORATION

By: 

Name: Thomas A. Carr

Title: President and Chief Executive Officer

**SECOND AMENDMENT TO THE AGREEMENT
AND PLAN OF MERGER**

THIS SECOND AMENDMENT TO THE AGREEMENT AND PLAN OF MERGER (this "Second Amendment") is dated as of April 20, 1998 by and among OMNIOFFICES, INC., a Delaware corporation ("OmniOffices"), CHICAGO SUITES, INC., a Delaware corporation ("NEWCO"), HQ CHICAGO, INC., an Illinois corporation ("HQ-Chicago"), HQ LOOP, INC., an Illinois corporation ("HQ-Loop"), HQ LISLE, INC., an Illinois corporation ("HQ-Lisle"), HQ WACKER, INC., an Illinois corporation ("HQ-Wacker"), HQ BANNOCKBURN, INC., an Illinois corporation ("HQ-Bannockburn"), HQ INDIANAPOLIS, INC., an Indiana corporation ("HQ-Indianapolis"), HQ MERIDIAN, INC., an Indiana corporation ("HQ-Meridian"), ANRON, INC., a Florida corporation ("Anron"), HQ ROCKY POINT, INC., a Florida corporation ("HQ-Rocky Point"), RONETTE, INC., a Florida corporation ("Ronette"), HQ HIDDEN RIVER, INC., a Florida corporation ("HQ-Hidden River"), HQ BOCA RATON, INC., a Florida corporation ("HQ-Boca Raton"), HQ PLANTATION, INC., a Florida corporation ("HQ-Plantation"), LAJOLLA ESM, INC., a California corporation ("LaJolla ESM"), HQ RANCHO BERNARDO, INC., a California corporation ("HQ-Rancho Bernardo"), EXECUTIVE SUITE MANAGEMENT, INC., a California corporation ("ESM"), DEL MAR ESM INC., a California corporation ("Del Mar ESM"), and RONALD WHITEHOUSE (the "Stockholder"), the sole stockholder of HQ-Chicago, HQ-Loop, HQ-Lisle, HQ-Wacker, HQ-Bannockburn, HQ-Indianapolis, HQ-Meridian, Anron, HQ-Rocky Point, Ronette, HQ-Hidden River, HQ-Boca Raton, HQ-Plantation, LaJolla ESM, HQ-Rancho Bernardo, ESM, and Del Mar ESM (each a "Merging Company," together the "Merging Companies").

WHEREAS, pursuant to Section 15.5 of the Agreement and Plan of Merger by and among the parties hereto dated as of March 13, 1998 (the "Merger Agreement"), the parties hereto desire to amend the Merger Agreement to provide that the capital stock of NEWCO issued and outstanding before the Mergers will remain issued and outstanding after the Mergers.


NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements hereinafter set forth, the parties hereto hereby amend Section 2.7 of the Merger Agreement to provide that each share of capital stock of NEWCO issued and outstanding at and as of the Effective Time will remain issued and outstanding.

Except as modified herein, all terms and conditions of the Merger Agreement shall remain in full force and effect, which terms and conditions the parties hereby ratify and affirm.


IN WITNESS WHEREOF, the parties hereto have duly executed this Second Amendment, or have caused this Second Amendment to be duly executed on their behalf, as of the day and year first above written.

BUYER:

OMNIOFFICES, INC.


By: 
Name: Joseph D. Wallace
Title: Executive Vice President

CHICAGO SUTES, INC.

By: 
Name: Joseph D. Wallace
Title: President

MERGING COMPANIES:

HQ CHICAGO, INC., HQ LOOP, INC.,
HQ LISLE, INC., HQ WACKER, INC.,
HQ BANNOCKBURN, INC.,
HQ INDIANAPOLIS, INC., HQ MERIDIAN,
INC., ANRON, INC., HQ ROCKY POINT,
INC., RONETTE, INC., HQ HIDDEN
RIVER, INC., HQ BOCA RATON, INC.,
HQ PLANTATION, INC., LAJOLLA ESM,
INC., HQ RANCHO BERNARDO, INC.,
EXECUTIVE SUITE MANAGEMENT, INC.,
AND DEL MAR ESM, INC.,


By: 
Name: Ronald Whitehouse
Title: Chief Executive Officer and Chairman
of the Board

STOCKHOLDER:


Ronald Whitehouse

For purposes of Sections 3.5 and 15.9 of the Merger Agreement only:

CARRAMERICA REALTY CORPORATION

By: 
Name: Robert G. Stuckey
Title: Chief Investment Officer

**THIRD AMENDMENT TO THE AGREEMENT
AND PLAN OF MERGER**

THIS THIRD AMENDMENT TO THE AGREEMENT AND PLAN OF MERGER (this "Third Amendment") is dated as of April 20, 1998 by and among OMNIOFFICES, INC., a Delaware corporation ("OmniOffices"), CHICAGO SUITES, INC., a Delaware corporation ("NEWCO"), HQ CHICAGO, INC., an Illinois corporation ("HQ-Chicago"), HQ LOOP, INC., an Illinois corporation ("HQ-Loop"), HQ LISLE, INC., an Illinois corporation ("HQ-Lisle"), HQ WACKER, INC., an Illinois corporation ("HQ-Wacker"), HQ BANNOCKBURN, INC., an Illinois corporation ("HQ-Bannockburn"), HQ INDIANAPOLIS, INC., an Indiana corporation ("HQ-Indianapolis"), HQ MERIDIAN, INC., an Indiana corporation ("HQ-Meridian"), ANRON, INC., a Florida corporation ("Anron"), HQ ROCKY POINT, INC., a Florida corporation ("HQ-Rocky Point"), RONETTE, INC., a Florida corporation ("Ronette"), HQ HIDDEN RIVER, INC., a Florida corporation ("HQ-Hidden River"), HQ BOCA RATON, INC., a Florida corporation ("HQ-Boca Raton"), HQ PLANTATION, INC., a Florida corporation ("HQ-Plantation"), LAJOLLA ESM, INC., a California corporation ("LaJolla ESM"), HQ RANCHO BERNARDO, INC., a California corporation ("HQ-Rancho Bernardo"), EXECUTIVE SUITE MANAGEMENT, INC., a California corporation ("ESM"), DEL MAR ESM INC., a California corporation ("Del Mar ESM"), and RONALD WHITEHOUSE (the "Stockholder"), the sole stockholder of HQ-Chicago, HQ-Loop, HQ-Lisle, HQ-Wacker, HQ-Bannockburn, HQ-Indianapolis, HQ-Meridian, Anron, HQ-Rocky Point, Ronette, HQ-Hidden River, HQ-Boca Raton, HQ-Plantation, LaJolla ESM, HQ-Rancho Bernardo, ESM, and Del Mar ESM (each a "Merging Company," together the "Merging Companies").

WHEREAS, pursuant to Section 15.5 of the Agreement and Plan of Merger by and among the parties hereto dated as of March 13, 1998 (the "Merger Agreement"), the parties hereto desire to amend Exhibit K to the Merger Agreement, relating to the allocation of the Merger Consideration to the Merging Companies, to provide that the number of outstanding shares of HQ Chicago is 101,000 and the price per share for the shares of HQ Chicago is \$202.7386.


NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements hereinafter set forth, the parties hereto hereby amend Exhibit K of the Merger Agreement to provide that the number of outstanding shares of HQ Chicago is 101,000 and the price per share for the shares of HQ Chicago is \$202.7386.

Except as modified herein, all terms and conditions of the Merger Agreement shall remain in full force and effect, which terms and conditions the parties hereby ratify and affirm.


IN WITNESS WHEREOF, the parties hereto have duly executed this Third Amendment, or have caused this Third Amendment to be duly executed on their behalf, as of the day and year first above written.

BUYER:

OMNIOFFICES, INC.


By: 
Name: Joseph D. Wallace
Title: Executive Vice President

CHICAGO SUITES, INC.

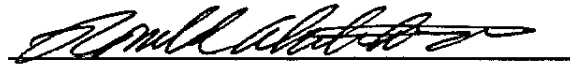
By: 
Name: Joseph D. Wallace
Title: President

MERGING COMPANIES:

HQ CHICAGO, INC., HQ LOOP, INC.,
HQ Lisle, INC., HQ WACKER, INC.,
HQ BANNOCKBURN, INC.,
HQ INDIANAPOLIS, INC., HQ MERIDIAN,
INC., ANRON, INC., HQ ROCKY POINT,
INC., RONETTE, INC., HQ HIDDEN
RIVER, INC., HQ BOCA RATON, INC.,
HQ PLANTATION, INC., LAJOLLA ESM,
INC., HQ RANCHO BERNARDO, INC.,
EXECUTIVE SUITE MANAGEMENT, INC.,
AND DEL MAR ESM, INC.,

By: 
Name: Ronald Whitehouse
Title: Chief Executive Officer and Chairman
of the Board

STOCKHOLDER:



Ronald Whitehouse

For purposes of Sections 3.5 and 15.9 of the Merger Agreement only:

CARRAMERICA REALTY CORPORATION

By: _____

Name: _____

Title: _____

STOCKHOLDER:

Ronald Whitehouse

For purposes of Sections 3.5 and 15.9 of the Merger Agreement only:

CARRAMERICA REALTY CORPORATION

By: 

Name: Thomas A. Carr

Title: President and Chief Executive Officer