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MERGER OR SHARE EXCHANGE

DOWNTOWN MOTEL, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DOWNTOWN MOTEL CORPORATION A FLORIDA ENTITY

INTO

**DOWNTOWN MOTEL, LLC**, a Florida entity, L01000006608

File date: July 19, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER  
OF  
DOWNTOWN MOTEL CORPORATION *J 26378*  
INTO  
DOWNTOWN MOTEL, LLC *L01000000 6608*

Downtown Motel, LLC, a Florida limited liability company (herein called "LLC") hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Downtown Motel Corporation, a Florida corporation (herein called "Corporation") with and into LLC. LLC shall be the surviving entity.

1. A true copy of the Plan of Merger is attached hereto as Exhibit "A".
2. The Plan of Merger was approved by LLC in accordance with Section 608.4381, Florida Statutes.
3. The Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
4. The effective date of the merger is the later of July 16, 2001 or the date these Articles of Merger are filed.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

DOWNTOWN MOTEL CORPORATION,  
a Florida corporation

By: 

Thomas F. Kelly  
As its President

DOWNTOWN MOTEL, LLC,  
a Florida limited liability company

By: 

Thomas F. Kelly  
As its Manager

By: 

Jacqueline D. Kelly  
As its Manager

PTC-442842.1

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EXHIBIT "A"

PLAN OF MERGER  
OF DOWNTOWN MOTEL CORPORATION  
WITH AND INTO  
DOWNTOWN MOTEL, LLC

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SECRETARY OF STATE

Downtown Motel Corporation, a Florida Corporation, and Downtown Motel, LLC, Florida limited liability company, hereby adopt the following plan as the Plan of Merger required by Sections 607.1108 and 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Downtown Motel Corporation, a Florida corporation (hereinafter called "Corporation"), and Downtown Motel Corporation, LLC, a Florida limited liability company (hereinafter called "LLC"). As a result of the merger, Corporation shall be merged with and into LLC. LLC shall be the surviving entity.
2. The merger shall be effective at the later of July 16, 2001 (the "Effective Date"), or the date of filing of the Articles of Merger.
3. All shares of common stock of Corporation issued and outstanding on the Effective Date shall be cancelled. No change shall occur in the membership interests, obligations or other securities of LLC as a result of the merger.
4. LLC is a manager-managed limited liability company and its managers are Thomas F. Kelly and Jacqueline D. Kelly (the "Managers") whose business address is 1545 Blue Heron Drive, Sarasota, Florida 34239.
5. This plan shall be submitted to the shareholder of Corporation for approval. This plan shall be submitted to the Members and Managers of LLC for approval. The Articles of Organization of LLC will not differ from its Articles of Organization before the merger, and each member of LLC will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
6. The merger is intended to effect a "liquidation" of Corporation under Section 331 of the Internal Revenue Code of 1986, as amended. Notwithstanding such intent, the merger is not intended to be a liquidation of Corporation pursuant to Chapter 607, Florida Statutes, or for any purpose other than Federal income tax purposes.
7. The Board of Directors of Corporation, and the Managers and the Members of LLC are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.

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IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officer of Corporation, the Managers of LLC, and the Members of LLC this \_\_\_\_ day of July 2001.

DOWNTOWN MOTEL CORPORATION,  
a Florida corporation

By: Thomas F. Kelly  
Thomas F. Kelly  
As its President

DOWNTOWN MOTEL, LLC,  
a Florida limited liability company

By: Thomas F. Kelly  
Thomas F. Kelly

By: Jacqueline D. Kelly  
Jacqueline D. Kelly  
MANAGERS

Thomas F. Kelly  
Thomas F. Kelly  
Jacqueline D. Kelly  
Jacqueline D. Kelly  
MEMBERS

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