

DEC 30 2004 11:29 AM ... 455#8 ... 50# ... P.01 ... Page 1 of 1

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Florida Department of State
Division of Corporations
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2004 DEC 30 A 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(((H04000255686 3)))

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From:
Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305)789-7758
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MERGER OR SHARE EXCHANGE

340 BISCAVNE, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$105.00

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DEC 30 2004 11:30 AM FR HOLLAND & KNIGHT

TO 27455#888060#1#9 P.02

FAX AUDIT NO. H04000255686 3

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**ARTICLES OF MERGER
OF
MARINA PARK INN CO.
INTO ¹⁹⁶⁻
340 BISCAYNE, LLC**

2004 DEC 30 A 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as duly authorized representatives of 340 Biscayne, LLC, a Florida limited liability company ("340 Biscayne"), and Marina Park Inn Co., a Florida corporation ("Marina Park"), and for the purpose of complying with the provisions of Sections 607.1109 and 608.4382 of the Florida Statutes and in order to effectuate the merger of Marina Park into 340 Biscayne, with 340 Biscayne as the surviving entity (the "Surviving Entity"), hereby certify as follows:

FIRST: The name of the Surviving Entity is 340 Biscayne, LLC, and the jurisdiction of its organization is the State of Florida, the laws of which permit this merger. Its principal place of business is 270 NE 4th Street, Miami, Florida 33182.

SECOND: The name and place of organization of the entity being merged into the Surviving Entity is Marina Park Inn Co., a corporation organized in the jurisdiction of the State of Florida, the laws of which permit this merger. Its principal place of business is 270 NE 4th Street, Miami, Florida 33132.

THIRD: An agreement of plan of merger that meets all the requirements of Sections 607.1108 and 608.438 was adopted by each entity that is a party to this merger and is attached hereto as Exhibit A.

FOURTH: The agreement of plan of merger was approved by the board of directors and sole shareholder of Marina Park on December 29, 2004 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FIFTH: The agreement of plan of merger was approved by the sole manager and the sole member of 340 Biscayne on December 29, 2004 in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

SIXTH: The merger of Marina Park into 340 Biscayne shall be effective on December 31, 2004.

[Signature blocks appear on the following page]

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TO 27455#888060#1#9 P.03

FAX AUDIT NO. H04000255686 3

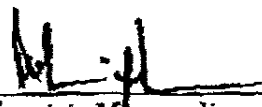
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IN WITNESS WHEREOF, the undersigned have executed this document on this
30th day of December, 2004.

2004 DEC 30 A 10:4

MARINA PARK INN CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 
Name: Maurizio Micangeli
Its: President

340 BISCAYNE, LLC

By: InterAmerican Hotels Corp., its
Manager

By: 
Name: Maurizio Micangeli
Its: President

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Exhibit A
Agreement and Plan of Merger

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TALLAHASSEE, FLORIDA

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TO 27455#888060#1#9 P.05

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**AGREEMENT AND PLAN OF MERGER
OF
MARINA PARK INN CO.
INTO
340 BISCAYNE, LLC**

2004 DEC 30 A 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger ("Merger Agreement") is entered into as of the 30th day of December, 2004 by and between Marina Park Inn Co., a Florida corporation (the "Corporation"), and 340 Biscayne, LLC, a Florida limited liability company ("340 Biscayne").

RECITALS

WHEREAS, the Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, 340 Biscayne is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the laws of the State of Florida permit a merger of a Florida corporation with and into a Florida limited liability company; and

WHEREAS, the board of directors and sole shareholder of the Corporation deem it advisable and in the best interests of the Corporation and its sole shareholder, that the Corporation merge with and into 340 Biscayne pursuant to the Florida Statutes (the "Merger"); and

WHEREAS, the manager and sole member of 340 Biscayne deem it advisable and in the best interests of 340 Biscayne and its sole member, that the Corporation merge with and into 340 Biscayne pursuant to the Florida Statutes; and

WHEREAS, the board of directors and sole shareholder of the Corporation and the sole manager and sole member of 340 Biscayne, by resolutions duly adopted, have approved of the Merger upon the terms and conditions of this Merger Agreement and directed that the Corporation merge into 340 Biscayne upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes.

In consideration of the premises and the terms and conditions set forth in this Merger Agreement, the parties agree as follows:

AGREEMENT

1. Merger of the Corporation and 340 Biscayne; Effect of Merger. Pursuant to the Laws of the State of Florida, and subject to and in accordance with the terms and conditions of this Merger Agreement, the Corporation and 340 Biscayne shall merge. The Merger shall be effective on December 31, 2004 ("Effective Date"). On the Effective Date, the Corporation and 340 Biscayne shall be merged in the manner and with the effect provided by Sections 607.11101 and 608.4883 of the Florida Statutes. The separate

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TO 27455#888060#1#9 P.06

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existence of the Corporation shall cease and 340 Biscayne shall be the surviving entity (the "Surviving Entity").

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2. **Cancellation of Corporation Common Stock.** On the Effective Date, each share of the Company's capital stock shall be cancelled for no consideration.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. **Formation Documents.** On the Effective Date, (a) the articles of organization of 340 Biscayne shall be the articles of organization of the Surviving Entity, (b) the operating agreement of 340 Biscayne shall be the operating agreement of the Surviving Entity, and (c) the manager of 340 Biscayne, which is InterAmerican Hotels Corp. and whose address is 270 NE 4th Street, Miami, Florida 33132, shall be the manager of the Surviving Entity.

4. **Successors and Assigns.** This Merger Agreement shall inure to the benefit of and be binding upon the successors and assigns of each party.

5. **Amendment and Waiver.** No supplement, modification or amendment of, or waiver with respect to, this Merger Agreement shall be binding unless executed in writing.

6. **Headings.** The headings in this Merger Agreement are solely for convenience of reference and shall not limit or otherwise affect the meaning of this Merger Agreement.

7. **Severability and Conflicts.** If one or more of the provisions of this Merger Agreement or any application thereof is declared invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and any application thereof will in no way be affected or impaired.

8. **Entire Agreement.** This Merger Agreement and the Exhibits hereto supersede all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

9. **Counterparts.** This Agreement may be executed in counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

[Signature blocks appear on the following page]

DEC 30 2004 11:01 AM FR HOLLAND & KNIGHT TO 27455#888060#1#8 P.07
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The parties have executed this Merger Agreement as of the date first set forth above.

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MARINA PARK INN CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 
Name: Maurizio Micangeli
Its: President

840 BISCAYNE, LLC

By: InterAmerican Hotels Corp., its
Manager

By: 
Name: Maurizio Micangeli
Its: President

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