

CT CORPORATION SYSTEM

L 08677

CORPORATION(S) NAME

(1) Marina Park Hotel Management, Inc. with and into:

Sofitel Hotels USA, Inc.

(2) Highland Hotel Management, Inc. with and into:

Sofitel Hotels USA, Inc.

(3) Novotel Hotels USA, Inc. with and into:

Sofitel Hotels USA, Inc.

FILED
ON DEC 27 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

EFFECTIVE DATE
12-31-01

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/27/01

Order#: 5013933

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Ref#: *****70.00 *****70.00

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Amount: \$ _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 27 PM 3:47

RECEIVED

C. Coulliette DEC 27 2001

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HIGHLAND HOTEL MANAGEMENT, INC., a District of Columbia corporation not qualified

INTO

SOFITEL HOTELS USA, INC., a Florida entity, L08677.

File date: December 27, 2001 , effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

HIGHLAND HOTEL MANAGEMENT, INC.
(a District of Columbia Corporation)

WITH AND INTO

SOFITEL HOTELS USA, INC.
(a Florida Corporation)

FILED
01 DEC 27 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporation, Sofitel Hotels USA, Inc., a Florida corporation ("Sofitel"), adopts the following Articles of Merger for the purpose of effecting a merger of Highland Hotel Management, Inc., a District of Columbia corporation ("Highland"), with and into Sofitel.

1. The name of the surviving corporation is Sofitel Hotels USA, Inc., a Florida corporation. The name of the merged corporation is Highland Hotel Management, Inc., a District of Columbia corporation.

2. A Plan of Merger (the "Plan") providing for the merger (the "Merger") of the Highland with and into Sofitel, has been approved by the unanimous written consent of the Board of Directors of Sofitel, dated December 31, 2001. A copy of the Plan is attached hereto as Exhibit A.

3. The Merger shall be effective as of 12:01 a.m. on December 31, 2001 (the "Effective Time").

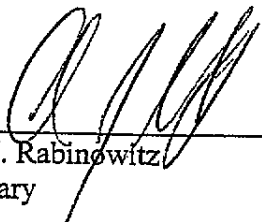
4. Pursuant to Section 607.1104 of the Florida Act, approval of the Merger by the sole shareholder of Highland is not required.

[Signature Page Follows]

EFFECTIVE DATE
12-31-01

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of December 31, 2001.

SOFITEL HOTELS USA, INC.
a Florida corporation

By: 
Name: Alan J. Rabinowitz
Title: Secretary

HIGHLAND HOTEL MANAGEMENT, INC.,

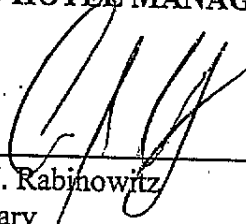
By: 
Name: Alan J. Rabinowitz
Title: Secretary

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan"), executed as of the 31st day of December, 2001, by and between Sofitel Hotels USA, Inc., a Florida corporation ("Sofitel") and Highland Hotel Management, Inc., a District of Columbia corporation ("Highland");

WITNESSETH:

WHEREAS, Sofitel owns all of the outstanding capital stock of Highland;

WHEREAS, the Board of Directors of Sofitel, in good faith and best business judgment deems it in the best interests of Sofitel and Highland that, for various business reasons, Highland be merged with and into Sofitel, with Sofitel being the surviving entity, in accordance with the laws of the District of Columbia and the State of Florida;

NOW, THEREFORE, in consideration of the premises, mutual covenants, conditions, terms and provisions set forth in this Plan, Sofitel and Highland do hereby agree as follows:

ARTICLE I MERGER OF HIGHLAND WITH AND INTO SOFITEL

Highland will be merged with and into Sofitel in accordance with, as applicable, the District of Columbia Corporation Act (the "DC Act") and the Florida Business Corporation Act (the "Florida Act"), with the effective time of such merger to be as of 12:01 a.m. on December 31, 2001 (the "Effective Time"). Sofitel will be the surviving corporation in the Merger (the "Surviving Corporation", whenever reference is made to it as of the Effective Time or thereafter), and will continue both (i) to use its present corporate name and (ii) to be governed by and incorporated in accordance with the laws of the State of Florida.

ARTICLE II EFFECT OF MERGER

The Merger shall in all respects have the effects provided for in Sections 29-371 and 29-372 of the DC Act and Sections 607-1104 and 607-1107 of the Florida Act, with all rights and obligations of Highland being allocated to the Surviving Corporation. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, at the Effective Time, the separate existence of Highland will cease and the Surviving Corporation (the separate corporate existence and corporate name of which shall continue unimpaired by the Merger) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims

of Highland and (ii) be subject to all of the debts, duties, obligations and liabilities of Highland in the same manner and to the same extent as if such had been incurred by the Surviving Corporation itself. Neither the rights of creditors with respect to Highland nor any liens upon the assets or properties of Highland will be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against Highland may be prosecuted or continued as if the Merger had not occurred or, alternatively, the Surviving Corporation may be substituted for Highland with respect to any such lawsuit, proceeding or claim.

ARTICLE III TREATMENT OF SHARES

At the Effective Time, each share of capital stock of Highland issued and outstanding immediately prior to the Effective Time shall be canceled and retired and shall cease to exist. Each share of capital stock of Sofitel issued and outstanding immediately prior to the Effective Time shall continue and remain issued and outstanding and shall be retained by the shareholders of Sofitel as shares of the surviving corporation.

ARTICLE IV CORPORATE AUTHORIZATION

This Plan and the Merger shall be authorized by Highland and Sofitel as provided by the applicable laws of the District of Columbia and the State of Florida. If this Plan is duly authorized and adopted by such corporations, this Plan shall be executed, filed and recorded in accordance with the laws of the District of Columbia and the State of Florida as soon as practicable.

ARTICLE V ARTICLES OF INCORPORATION

The Articles of Incorporation of Sofitel as in effect immediately prior to the Effective Time shall be and continue to be the Articles of Incorporation after the Merger.

ARTICLE VI BYLAWS, OFFICERS AND DIRECTORS

The Bylaws of Sofitel as existing immediately prior to the Effective Time, will continue in full force and effect as the Bylaws after the Merger and until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the District of Columbia and the State of Florida and the applicable provisions of such Bylaws. The officers and directors of Sofitel immediately prior to the Effective Time will continue after the Merger to serve as the

officers and directors of Sofitel, until such time as the successor of each such officer or director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

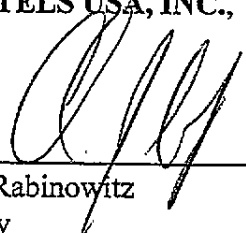
**ARTICLE VII
ABANDONMENT**

At any time prior to the Effective Time of the Merger, this Plan may be terminated and abandoned by the Board of Directors of any of the constituent corporations to this Plan, notwithstanding favorable action on the Merger by the stockholders of all or any of such constituent corporations.

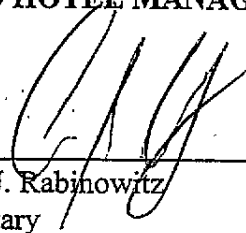
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IN WITNESS WHEREOF, the undersigned have caused this Plan to be executed as of the date first above written.

SOFITEL HOTELS USA, INC.,

By: 
Name: Alan J. Rabinowitz
Title: Secretary

HIGHLAND HOTEL MANAGEMENT, INC.,

By: 
Name: Alan J. Rabinowitz
Title: Secretary