

CT CORPORATION SYSTEM

L08677

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
 01 DEC 27 PM 4: 29
 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 |
| | | EFFECTIVE DATE
<u>12-31-01</u> |
| <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 | | |

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

12/27/01

Order#: 5013933

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

MB

Amount: \$ _____

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

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

01 DEC 27 PM 3:47

RECEIVED

C. Coulliette DEC 27 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NOVOTEL HOTELS USA, INC., a Delaware corporation not qualified

INTO

SOFITEL HOTELS USA, INC. which changed its name to

ACCOR BUSINESS AND LEISURE NORTH AMERICA, INC., a Florida entity,
L08677.

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

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

**NOVOTEL HOTELS USA, INC.
(a Delaware Corporation)**

WITH AND INTO

**SOFITEL HOTELS USA, INC.
(a Florida Corporation)**

FILED
01 DEC 27 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 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 Novotel Hotels USA, Inc., a Delaware corporation ("Novotel"), with and into Sofitel.

1. Pursuant to Section 607.1104(4) of the Florida Act, the name of the surviving corporation shall be "Accor Business and Leisure North America, Inc.", a Florida corporation.

2. The name of the merged corporation is Novotel Hotels USA, Inc., a Delaware corporation.

3. A Plan of Merger (the "Plan") providing for the merger (the "Merger") of the Novotel with and into Sofitel, has been approved by the unanimous written consents of the Boards of Directors and the sole shareholders of both Sofitel and Novotel, each dated December 31, 2001. A copy of the Plan is attached hereto as Exhibit A.

4. The Merger shall be effective as of 12:02 a.m. on December 31, 2001 (the "Effective Time").

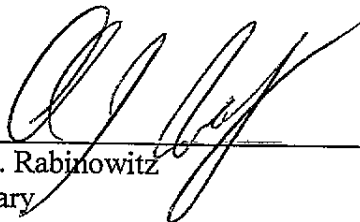
5. Pursuant to Section 607-1106(1)(f) of the Florida Act and the Plan, at the Effective Time the Articles of Incorporation of Sofitel shall be amended to change the name of Sofitel to "Accor Business and Leisure North America, Inc.".

[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

NOVOTEL HOTELS USA, INC.,

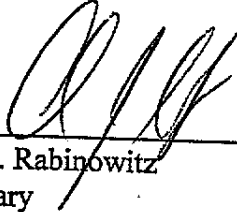
By: 
Name: Alan J. Rabinowitz
Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), executed as of the 31st day of December, 2001, by and between Novotel Hotels USA, Inc., a Delaware corporation ("Novotel") and Sofitel Hotels USA, Inc., a Florida corporation ("Sofitel");

WITNESSETH:

WHEREAS, the Boards of Directors of Novotel and Sofitel, in their respective good faith, best business judgments deem it in the best interests of Novotel and Sofitel that, for various business reasons, Novotel be merged with and into Sofitel, with Sofitel being the surviving entity, in accordance with the laws of the State of Delaware and the State of Florida;

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

ARTICLE I MERGER OF NOVOTEL WITH AND INTO SOFITEL

Novotel will be merged with and into Sofitel in accordance with, as applicable, the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), with the effective time of such merger to be 12:02 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 by the DGCL and the FBCA, with all rights and obligations of Novotel being allocated to the Surviving Corporation. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, on the Effective Time, the separate existence of Novotel 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 Novotel and (ii) be subject to all of the debts, duties, obligations and liabilities of Novotel 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 Novotel nor any liens upon the

assets or properties of Novotel will be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against Novotel may be prosecuted or continued as if the Merger had not occurred or, alternatively, the Surviving Corporation may be substituted for Novotel with respect to any such lawsuit, proceeding or claim.

ARTICLE III TREATMENT OF SHARES

At the Effective Time, all of the capital stock of Novotel 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 Agreement and the Merger shall be authorized by Sofitel and Novotel as provided by the applicable laws of the State of Delaware and the State of Florida. If this Agreement is duly authorized and adopted by Sofitel and Novotel, this Agreement shall be executed, filed and recorded in accordance with the laws of the State of Delaware 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. At the Effective Time of the Merger, the Articles of Incorporation of Sofitel shall be amended in order to change the name of the Surviving Corporation to "Accor Business and Leisure North America, Inc."

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 State of Delaware 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.

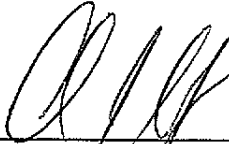
**ARTICLE VII
ABANDONMENT**

At any time prior to the Effective Time of the Merger, this Agreement may be terminated and abandoned by the Boards of Directors of Novotel or Sofitel, notwithstanding favorable action on the Merger by the stockholders of Novotel and Sofitel.

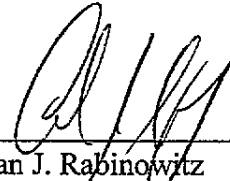
[Remainder of page intentionally left blank]

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

NOVOTEL HOTELS USA, INC.,

By: 
Name: Alan J. Rabinowitz
Title: Secretary

SOFITEL HOTELS USA, INC.

By: 
Name: Alan J. Rabinowitz
Title: Secretary