



ARTICLES OF MERGER  
Merger Sheet

MERGING:

SOFITEL NORTH AMERICA CORPORATION, a Delaware corporation P26634

INTO

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

File date: December 20, 2002 , effective December 31, 2002

Corporate Specialist: Annette Ramsey

**CT CORPORATION**

December 20, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5749900 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Accor Business and Leisure North America, Inc. (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

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



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 20, 2002

CT Corporation  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: SOFITEL NORTH AMERICA CORPORATION  
Ref. Number: P26634

We have received your document for SOFITEL NORTH AMERICA CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$750.00. ☐

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 102A00066999

*Please back-date*

*AKS*  
*[Signature]*

RECEIVED  
02 DEC 27 AM 11:44  
DIVISION OF CORPORATION

EFFECTIVE DATE  
12/31/02

ARTICLES OF MERGER

OF

SOFITEL NORTH AMERICA CORPORATION  
(a Delaware Corporation)

WITH AND INTO

ACCOR BUSINESS AND LEISURE NORTH AMERICA, INC.  
(a Florida Corporation)

FILED  
02 DEC 20 PM 3:17  
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, Accor Business and Leisure North America, Inc., a Florida corporation ("ABLNA"), adopts the following Articles of Merger for the purpose of effecting a merger of Sofitel North America Corporation, a Delaware corporation ("SNAC"), with and into ABLNA.

1. The name of the surviving corporation is Accor Business and Leisure North America, Inc., a Florida corporation. The name of the merged corporation is Sofitel North America Corporation, a Delaware corporation.

2. A Plan of Merger (the "Plan") providing for the merger (the "Merger") of the SNAC with and into ABLNA, has been approved by the unanimous written consent of the Board of Directors of ABLNA, dated December 31, 2002. A copy of the Plan is attached hereto as Exhibit A.

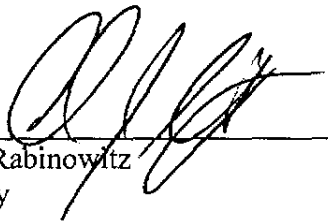
3. The Merger shall be effective as of 12:01 a.m. on December 31, 2002 (the "Effective Time").

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

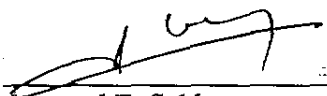
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of December 31, 2002.

**ACCOR BUSINESS AND LEISURE NORTH AMERICA, INC.,**  
a Florida corporation

By:   
Name: Alan J. Rabinowitz  
Title: Secretary

**SOFITEL NORTH AMERICA CORPORATION,**  
a Delaware corporation

By:   
Name: Armand E. Sebban  
Title: Vice President

**EXHIBIT A**

**PLAN OF MERGER**

This PLAN OF MERGER (this "Plan"), executed as of the 31<sup>st</sup> day of December, 2002, by and between Accor Business and Leisure North America, Inc., a Florida corporation ("ABLNA") and Sofitel North America Corporation, a Delaware corporation ("SNAC");

**WITNESSETH:**

WHEREAS, ABLNA owns all of the outstanding capital stock of SNAC;

WHEREAS, the Board of Directors of ABLNA, in good faith and best business judgment deems it in the best interests of ABLNA and SNAC that, for various business reasons, SNAC be merged with and into ABLNA, with ABLNA 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 Plan, ABLNA and SNAC do hereby agree as follows:

**ARTICLE I  
MERGER OF SNAC WITH AND INTO ABLNA**

SNAC will be merged with and into ABLNA in accordance with, as applicable, the General Corporation Law of the State of Delaware (the "Delaware 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, 2002 (the "Effective Time"). ABLNA 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 252 and 253 of the Delaware Act and Sections 607-1104 and 607-1107 of the Florida Act, with all rights and obligations of SNAC 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 SNAC 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 SNAC and (ii) be subject to all of the debts, duties, obligations and liabilities of SNAC 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 SNAC nor any liens upon the assets or properties of SNAC will be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against SNAC may be prosecuted or continued as if the Merger had not occurred or, alternatively, the Surviving Corporation may be substituted for SNAC with respect to any such lawsuit, proceeding or claim.

### **ARTICLE III TREATMENT OF SHARES**

At the Effective Time, each share of capital stock of SNAC 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 ABLNA issued and outstanding immediately prior to the Effective Time shall continue and remain issued and outstanding and shall be retained by the shareholders of ABLNA as shares of the surviving corporation.

### **ARTICLE IV CORPORATE AUTHORIZATION**

This Plan and the Merger shall be authorized by SNAC and/or ABLNA as provided by the applicable laws of the State of Delaware 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 State of Delaware and the State of Florida as soon as practicable.

### **ARTICLE V ARTICLES OF INCORPORATION**

The Articles of Incorporation of ABLNA 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 ABLNA 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 ABLNA immediately prior to the Effective Time will continue after the Merger to serve as the officers and directors of ABLNA, 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.

**[Remainder of page intentionally left blank]**

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

**ACCOR BUSINESS AND LEISURE, INC.**

By: 

Name: Alan J. Rabinowitz

Title: Secretary

**SOFITEL NORTH AMERICA  
CORPORATION**

By: 

Name: Armand E. Sebban

Title: Vice President