

L98000003481

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December 31, 1998

Via Federal Express

Ms. Brenda Tadlock
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Brenda:

As we discussed on the telephone yesterday, enclosed (in duplicate) are the Articles of Merger and Plan of Merger for Gateway Inn Partnership of Orlando, a general partnership and Gateway Inn, L.L.C., a limited liability company. **Please hold the documents until I call you - our closing may not occur until Tuesday of next week. I was not certain at the time I Federal Expressed this package to you.** ✓

If the registration numbers are not included for Gateway Inn Partnership of Orlando and Gateway Inn, L.L.C., please insert the registration numbers for me. Remember, the Partnership Registration Statement and Articles of Organization were filed on December 30, 1998 with the Department of State. ✓

Also enclosed is a check for the filing fee and the return of a certified copy. A final enclosure is a self-addressed return Federal Express envelope for the return of the certified copy. ✓

Thank you for reviewing the documents for me, your help is greatly appreciated. Call me if you have any questions. If I am not in my office, you can reach me on my portable at (954) 850-

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Very truly yours,

[Signature]
ALISON P. HERMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GATEWAY INN PARTNERSHIP OF ORLANDO (GP9800001138)

INTO

GATEWAY INN, L.L.C., a Florida entity, L98000003481.

File date: January 7, 1999

Corporate Specialist: Brenda Tadlock

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Gateway Inn Partnership of Orlando, a general partnership 7050 Kirkman Road Orlando, Florida 32819	Florida	General Partnership
Florida Document/Registration Number: <u>LP9800001138</u>		FEI Number: <u>59-2039975</u>
2. Gateway Inn, L.L.C., a limited liability company 7050 Kirkman Road Orlando, Florida 32819	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L98000003481</u>		FEI Number: <u>59-2039975</u>

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Gateway Inn, L.L.C. a limited Liability Company 7050 Kirkman Road Orlando, Florida 32819	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L98000003481</u>		FEI Number: <u>59-2039975</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of the limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: The surviving entity, Gateway Inn, L.L.C., is to be managed by one manager whose name and address is as follows:

Manager Corp.
300 - 71st Street, Suite 635
Miami Beach, Florida 33141

TWELFTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signatures(s)</u>	<u>Typed or Printed Name of Individual</u>
Gateway Inn Partnership of Orlando, a Florida General Partnership	Gerald S. Miller Revocable Living Trust (General Partner) By: <u>[Signature]</u>	By: Gerald S. Miller, as Co-Trustee
	By: <u>Barbara R. Miller</u>	By: Barbara R. Miller, as Co-Trustee
	Barbara R. Miller Revocable Living Trust (General Partner) By: <u>Barbara R. Miller</u>	By: Barbara R. Miller, as Co-Trustee
	By: <u>[Signature]</u>	By: Gerald S. Miller, as Co-Trustee
Gateway Inn, L.L.C., a limited liability company	Gerald S. Miller Revocable Living Trust (Member) By: <u>[Signature]</u>	By: Gerald S. Miller, as Co-Trustee
	By: <u>Barbara R. Miller</u>	By: Barbara R. Miller, as Co-Trustee

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gateway Inn Partnership of Orlando	Florida
Gateway Inn, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gateway Inn, L.L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

Gateway Inn Partnership of Orlando will merge with Gateway Inn, L.L.C. effective the date the Articles of Merger are filed with the Florida Department of State. This merger shall be deemed a continuation for federal tax purposes. No new tax identification number will be required. Each partner of Gateway Inn Partnership of Orlando will maintain the same ownership interest and percentage interest in capital, profits and losses of Gateway Inn, L.L.C.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash and other property are as follows:

Each partner of Gateway Inn Partnership of Orlando will contribute his/her or its respective interest in the partnership to Gateway Inn, L.L.C. Upon such contribution, a membership interest of Gateway Inn, L.L.C. will be issued to the contributing partner for the same percentage interest in capital, profits and losses as the respective partnership interest being contributed. Each member of Gateway Inn, L.L.C. shall own the same percentage of membership interest and percentage interest in capital, profits and losses that such member previously owned as a partner in Gateway Inn Partnership of Orlando.

For example, a partner contributing a partnership interest of 20% in Gateway Inn Partnership of Orlando shall be entitled to receive a 20% membership interest (in capital, profits and losses) in Gateway Inn, L.L.C.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no such rights except as may be set forth in the Regulations and Operating Agreement of Gateway Inn, L.L.C.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Manager Corp.
300 – 71st Street
Suite 635
Miami Beach, Florida 33141

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A