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(Requestor's Name)

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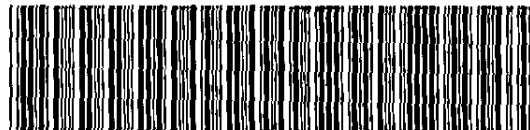
(Business Entity Name)

(Document Number)

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05 SEP -9 PM 4:00
05 SEP -9 PM 2:51
STATE
TALLAHASSEE, FLORIDA
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Sonstate Research

Requester's Name

Address

City/State/Zip

Phone #

686-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Royal Palace Hotel Associates
(Corporation Name) (Document #)

2. Limited Partnerships
(Corporation Name) (Document #)

3. Royal Palace Owner, L.L.C.
(Corporation Name) (Document #)

4. *file 2nd*
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FILED
05 SEP -9 PM 4:00
SECTION 620.203, FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 620.203, Florida Statutes.

Article I - Merging Entity

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

ROYAL PALACE HOTEL ASSOCIATES LIMITED PARTNERSHIP, a
Florida limited partnership
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

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Article II - Surviving Entity

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

ROYAL PALACE OWNER L.L.C., a Delaware limited liability company
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

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Article III - Plan of Merger

The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes. The Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction in which such entity was formed, organized or incorporated.

Article IV - Applicable Law

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 any limited liability company that is a party to the merger.

Article V - Effective Date

The effective date of the Merger shall be September 9, 2005.

Article VI - Articles of Merger

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

Article VII – Provisions Regarding Surviving Entity

The surviving entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting partners of any limited partnership that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting partners of any limited partnership that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 620.205.

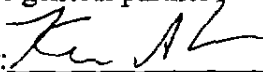
[Signature page follows]

"Merging Entity"

**ROYAL PALACE HOTEL ASSOCIATES
LIMITED PARTNERSHIP**

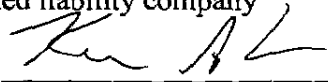
By: PAH-BV Palace, L.P., as the sole
general partner

By: PAH-BV Palace Corp., as the
sole general partner

By: 
Name: Kenneth A. Caplan
Title: Vice President

"Surviving Entity"

**ROYAL PALACE OWNER L.L.C., a Delaware
limited liability company**

By: 
Name: Kenneth A. Caplan
Its: Authorized Person

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 620.202, Florida Statutes, is being submitted in accordance with Section 620.201, Florida Statutes.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the merging entity, is as follows:

Royal Palace Hotel Associates Limited Partnership Florida limited partnership
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, is as follows:

Royal Palace Owner L.L.C. Delaware limited liability company
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

Article III - Terms and Conditions

The terms and conditions of the merger are as follows:

Royal Palace Hotel Associates Limited Partnership, a Florida limited partnership (the "Partnership") shall be merged with and into Royal Palace Owner L.L.C., a Delaware limited liability company (the "LLC") (the "Merger"). All of the partners and members of the Partnership and the LLC, respectively, shall combine all of the rights, property and liability of both entities into a single entity under the Merger. Each entity who is a member of the LLC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of any person or entity, cease to be a member of the LLC. Promptly following the execution of this Plan of Merger by the general partner and managing member of the Partnership and the LLC, respectively, the managing member shall file Articles of Merger with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

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

The interest of each partner in the Partnership, represented as a partnership interest, shall be converted into an equal percentage interest in the LLC, and such membership interest shall be reflected in an operating agreement of the LLC, which is to be adopted by the members of the LLC.

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:

The right to acquire partnership interests of the partnership shall be converted into an equal right to acquire membership interests of the LLC and shall be reflected in an operating agreement to be adopted by all the members of the LLC.

Article V - Surviving Entity

The names and addresses of all of the managers of Royal Palace Owner L.L.C., the surviving entity in this Merger, are:

Hotel Venture Partners, Ltd.
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

PAH-BV Palace, L.P.
c/o Blackstone Real Estate Acquisitions IV L.L.C.
345 Park Avenue
New York, NY 10154

**UNANIMOUS WRITTEN CONSENT
OF
THE PARTNERS OF
ROYAL PALACE HOTEL ASSOCIATES LIMITED PARTNERSHIP**

The undersigned, being all of the partners of Royal Palace Hotel Associates Limited Partnership, a Florida limited partnership (the "Partnership"), pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 620.202 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Partnership Act"), hereby consent to, adopt, and approve the following resolutions and each and every action effected thereby:

WHEREAS, the partners of the Partnership have approved the merger of the Partnership with and into Royal Palace Owner L.L.C., a Delaware limited liability company (the "LLC") and the Certificate of Merger, in the form attached hereto as Exhibit A;

WHEREAS, the Partnership has adopted an Agreement and Plan of Merger (the "Merger Agreement") in the form attached hereto as Exhibit B and has submitted such Merger Agreement to partners of the Partnership for approval;

WHEREAS, the partners of the Partnership believe that it is in the best interest of the Partnership that the Partnership be merged with and into the LLC, with the LLC as the surviving entity;

WHEREAS, the partners of the Partnership desire to approve the Merger Agreement pursuant to the provisions of Section 620.201 of Florida Revised Uniform Limited Partnership Act (1986); and

WHEREAS, the partners of the Partnership desire to approve the filing of the Articles of Merger and Plan of Merger in the form attached hereto or Exhibit C with the Florida Secretary of State;

NOW THEREFORE BE IT

RESOLVED, that the merger of the Partnership with and into LLC, and the Certificate of Merger and Merger Agreement, in the form attached hereto as Exhibit A and Exhibit B, respectively, be, and hereby are, adopted and approved in all respects;

RESOLVED, that the general partner of the Partnership be, and it hereby is, authorized, empowered and directed, for and on behalf of the Partnership, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Partnership, all such certificates, instruments, agreements, affidavits or other documents, including but not limited to the Article of Merger and Plan of Merger in the form attached hereto as Exhibit C, and to make all such payments as it, in its judgment,

may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents; and it is further

RESOLVED, that all of the undersigned parties hereby waive their rights under Section 620.202(3), 620.202(4) and 620.202(5) of the Partnership Act.


The general partner of the Partnership is hereby directed to file a signed copy of this consent in the books and records of the Partnership.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned partners have executed and delivered this Written Consent on this 9th day of September, 2005.

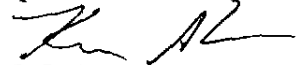
PAH-BV PALACE L.P., as general partner

By: PAH-BV Palace Corp., as general partner

By: 
Name: Kenneth A. Caplan
Title: Vice President

HOTEL VENTURE PARTNERS, LTD., as limited partner

By: PAH-HVP General Partner Corp., as general partner

By: 
Name: Kenneth A. Caplan
Title: Vice President