

M95444

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(Business Entity Name)

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Merge
C.COULLETTE

APR 28 2011

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Biscayne Hotel Corporation

Florida Inns, Inc.

Signature _____

Requested by: SETH

04/27/11 PM

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**ARTICLES OF MERGER
OF
BISCAYNE HOTEL CORPORATION
(a Florida corporation)
into
FLORIDA INNS, INC.
(a Florida corporation)**

11 APR 27 PM 4:35

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DIVISION OF CORPORATIONS

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

1. The name of the corporation to be merged is **BISCAYNE HOTEL CORPORATION**, a Florida corporation (the "Merging Corporation").
2. The name of the surviving corporation is **FLORIDA INNS, INC.**, a Florida corporation (the "Surviving Corporation").
3. The Plan of Merger is attached.
4. The merger shall be effective as of January 1, 2011.
5. The Plan of Merger was adopted by the shareholders of the Surviving Corporation on December 31, 2010.
6. The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 31, 2010.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles of Merger and affirm the statements made herein as true under the penalties of perjury this 31st day of December, 2010.

BISCAYNE HOTEL CORPORATION

By: 

Charles L. Leemon, III, President

FLORIDA INNS, INC.

By: 

Charles L. Leemon, III, President

ATTEST:

By: 

Linda L. Leemon, Secretary

ATTEST:

By: 

Linda L. Leemon, Secretary

**PLAN OF MERGER
OF
BISCAYNE HOTEL CORPORATION
(a Florida corporation)
into
FLORIDA INNS, INC.
(a Florida corporation)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.


1. The name of the corporation to be merged is **BISCAYNE HOTEL CORPORATION**, a Florida corporation (the "Merging Corporation"), Document Number K31530.
2. The name of the surviving corporation is **FLORIDA INNS, INC.**, a Florida corporation (the "Surviving Corporation"), Document Number M95444.
3. The terms and conditions of the merger are as follows:
 - a. *As of January 1, 2011, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving entity in the merger.*
 - b. *As of January 1, 2011, all assets and liabilities of the Merging Corporation will become the assets and liabilities of the Surviving Corporation.*
 - c. *The Articles of Incorporation of the Surviving Corporation on the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation.*
 - d. *The Bylaws of the Surviving Corporation on the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation.*
 - e. *The officers of the Surviving Corporation serving on the effective date of the merger shall continue to serving as the officers of the Surviving Corporation until thereafter changed according to the Bylaws of the Surviving Corporation.*
 - f. *The directors of the Surviving Corporation serving on the effective date of the*

merger shall continue serving as the directors of the Surviving Corporation until thereafter changed according to the Bylaws of the Surviving Corporation.

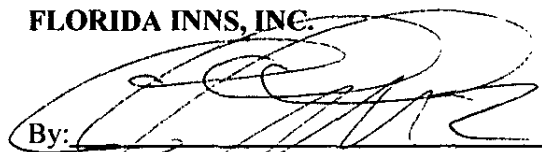
4. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
- a. On the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of the capital stock of the Merging Corporation issued and outstanding immediately prior thereto shall cease to exist and shall be changed and converted into one (1) fully paid and non-assessable share of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned hereby sign this Plan of Merger and affirm the statements made herein as true under the penalties of perjury this 31st day of December, 2010.

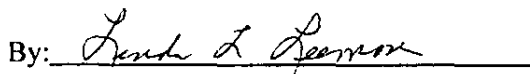
BISCAYNE HOTEL CORPORATION

By: 
Charles L. Leemon, III, President


FLORIDA INNS, INC.

By: 
Charles L. Leemon, III, President

ATTEST:

By: 
Linda L. Leemon, Secretary

ATTEST:

By: 
Linda L. Leemon, Secretary