

P00000055218

CAPITAL CONNECTION, INC.
 417 Virginia Street, Suite 111 • Tallahassee, Florida 32302
 (850) 224-8111 • Fax (850) 224-1212

Crown Plaza Resorts, Inc

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 -06/09/00--01052--026
 *****68.75 *****68.75

P-55218

- 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

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
 00 JUN 13 PM 12:41
 RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 00 JUN -9 AM 11:52

FILED
 WC
 6/13

EFFECTIVE DATE
 6/13/00

84/9

Signature _____

Requested by: kg Date: 6/9/00 Time: 11:05
 Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

CROWN PLAZA RESORTS, L.C. a Florida entity #L98000001783

INTO

CROWN PLAZA RESORTS, INC., a Florida entity, P00000055218

File date: June 13, 2000, effective June 13, 2000

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2000

CAPITAL CONNECTION
ATTN: LS

SUBJECT: CROWN PLAZA RESORTS, INC.
Ref. Number: P00000055218

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CROWN PLAZA RESORTS, INC. and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A merger cannot have an effective date prior to the date of filing. We received the merger on June 9, 2000.

Please correct the document number listed for the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 300A00033905

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

corrected

EFFECTIVE DATE
6/13/00

ARTICLES OF MERGER
OF

CROWN PLAZA RESORTS, INC.

A Florida corporation

FEIN: Applied For - Florida Document Registration Number: P00000055218

Street Address of Principal Office: 100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

Which entity is the SURVIVING ENTITY

AND

CROWN PLAZA RESORTS, L.C.

A Florida limited liability company

FEIN: 59-3531142 - Florida Document Registration Number: L9800000178

Street Address of Principal Office: 100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

Which entity is the Merging entity

To the Secretary of State
of the State of Florida

Pursuant to Sections 607.1109 and 608.4382, the following Articles of Merger are executed for the purpose of merging Crown Plaza Resorts, L.C., a Florida limited liability company (the "Merged Limited Liability Company"), into Crown Plaza Resorts, Inc., a Florida corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").
2. The Plan was approved by the Sole Member of the Merged Limited Liability Company on June 5, 2000 in accordance with Chapter 608, Florida Statutes.
3. The Plan was approved by the Sole Director and the Sole Stockholder of the Surviving Corporation on June 5, 2000 in accordance with Chapter 607, Florida Statutes.

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TALLAHASSEE FLORIDA

EFFECTIVE DATE
6/13/00

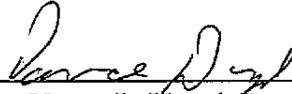
4. The effective date of the merger in the State of Florida herein provided shall be June 13, 2000.

5. The Plan meets the requirements of Sections 607.1108 and 608.438, Florida Statutes.

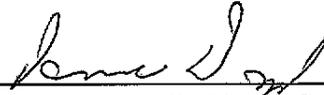
6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or the Regulations, Operating Agreement or Articles of Organization of any corporation or limited liability company that is a party to this merger.

These Articles of Merger comply and were executed effective June 6, 2000 in accordance with the laws of Florida which is the jurisdiction of each party hereto.

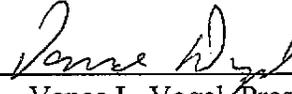
Crown Plaza Resorts, L.C.

By: 
Vance L. Vogel, President and Sole and Managing Member

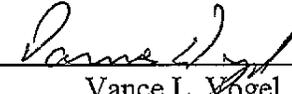
Attest:


Vance L. Vogel, Secretary

Crown Plaza Resorts, Inc.

By: 
Vance L. Vogel, President

Attest:


Vance L. Vogel, Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 5th day of June, 2000, by and between CROWN PLAZA RESORTS, INC., a Florida corporation ("Surviving Corporation") and CROWN PLAZA RESORTS, L.C., a Florida limited liability company ("Merged Limited Liability Company") (hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed in the office of the Secretary of State of Florida on June 6, 2000 and corporate existence began on June 2, 2000;

WHEREAS, the Certificate and Articles of Organization of the Merged Limited Liability Company were filed in the office of the Secretary of State of Florida on September 10, 1998, is member managed and originally had two members, but as of the date hereof has only one member, Vance L. Vogel, and that member owns all rights, title and interest in and to the Merged Limited Liability Company;

WHEREAS, the Sole Member and of the Merged Limited Liability Company and the Sole Director and the Sole Shareholder of the Surviving Corporation have authorized the merger of Merged Limited Liability Company into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the Sole Member of the Merged Limited Liability Company and by the Sole Shareholder of the Surviving Corporation.

NOW, THEREFORE, the merger of Merged Limited Liability Company into Surviving Corporation shall be accomplished as follows:

ARTICLE I
Merger

On the Effective Date (defined below), Merged Limited Liability Company shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Limited Liability Company into itself. Following the approval of this Plan by the Sole Shareholder and the Sole Member of the Merging Entities, the officers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of June 2, 2000 (the "Effective Date").

ARTICLE II
Articles of Organization and Name

The Articles of Incorporation of the Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be CROWN PLAZA RESORTS, INC.

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SECRETARY OF STATE

ARTICLE III
Conversion of Shares and Membership Interests

(a) Each one percent (1.00%) of membership interest in the Merged Limited Liability Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one share of \$1.00 par value common capital stock of Surviving Corporation. As soon as practical after the Effective Date of the merger, each holder of a membership interest in the Merged Limited Liability Company shall be entitled, upon surrender of the certificate or certificates, if any were ever issued, representing such holder's membership interest in the Merged Limited Liability Company, to receive in exchange therefore a certificate or certificates representing one share of the \$1.00 par value common stock of the Surviving Corporation for each one percent (1.00%) of membership interest formerly held in the Merged Limited Liability Company (fractions of a percent of membership interest in the Merged Limited Liability Company shall be likewise converted into proportional fractions of a share of the common stock of the Surviving Corporation pursuant to this Paragraph (a).

(b) The shares of common stock of Surviving Corporation outstanding on the Effective Date of the merger shall not be disturbed or altered in any way by virtue of the merger, except that the percentage interest in the Surviving Corporation represented by such shares shall be proportionally reduced by the new shares of common stock of the Surviving Corporation issued in exchange for the entire interest in the Merged Limited Liability Company without further action on the part of the holder.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The President and Sole Director of Surviving Corporation on the Effective Date shall remain as the President and Sole Director of the Surviving Corporation after the merger. The name and business address of the President and Sole Director is as follows:

Vance L. Vogel
100 2nd Avenue South
Suite 302N
St. Petersburg, Florida 33701

(c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.

(d) The Surviving Corporation shall pay all expenses incident to this merger.

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TALLAHASSEE FLORIDA

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interest.

(f) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Limited Liability Company shall cease, and Merged Limited Liability Company shall be merged into Surviving Corporation, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Limited Liability Company. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Limited Liability Company shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Limited Liability Company shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Limited Liability Company shall be preserved unimpaired; and all debts, liabilities and duties of Merged Limited Liability Company shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

(h) Following the merger, Surviving Corporation shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Limited Liability Company is situated.

(i) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Limited Liability Company, the proper officers and members of Merged Limited Liability Company shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

FILED
JUN 11 2000
TALLAHASSEE
STATE OF FLORIDA

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

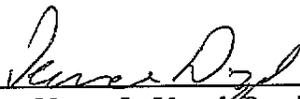
(a) This Plan has been duly adopted and approved by written consent dated June 5, 2000, by the Sole Member and President of the Merged Limited Liability Company pursuant to Chapter 608,

Florida Statutes, and the undersigned officers and members of the Surviving Limited Liability Company have been authorized and directed to execute same.

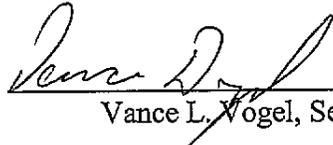
(b) This Plan has been duly adopted and approved by written consent dated June 5, 2000, by the Sole Director and by the Sole Shareholder of the Surviving Corporation pursuant to Chapter 607, Florida Statutes, and the undersigned officers of the Surviving Corporation have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

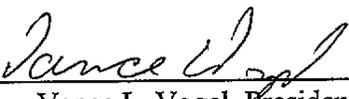
Crown Plaza Resorts, L.C.

By: 
Vance L. Vogel, President and Managing Member

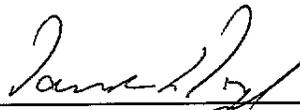
Attest:


Vance L. Vogel, Secretary

Crown Plaza Resorts, Inc.

By: 
Vance L. Vogel, President

Attest:


Vance L. Vogel, Secretary

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TALLAHASSEE FLORIDA