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Division of Corporations

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**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
LEGENDARY HOTELS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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Prepared by and Return to:

H06000180106 3

Robert S. Bernstein, Esq.  
 Foley & Lardner LLP  
 One Independent Drive, Suite 1300  
 Jacksonville, FL 32202  
 038118.0109

**ARTICLES OF MERGER OF  
 ECC TRUST I,  
 a Delaware statutory trust  
 INTO  
 LEGENDARY HOTELS, INC.,  
 a Florida corporation**

To the Secretary of State  
 State of Florida

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Florida Act") and Title 12, Section 3815 of the Delaware Code, the undersigned business entities hereby certify as follows:

1. The name and jurisdiction of formation of each constituent entity to the merger are:

| <u>NAME</u>            | <u>JURISDICTION</u> |
|------------------------|---------------------|
| ECC Trust I            | Delaware            |
| Legendary Hotels, Inc. | Florida             |

2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by Legendary Hotels, Inc. (the "Surviving Corporation"), in accordance with Sections 607.1108 and 607.1109 of the Florida Act, and by ECC Trust I (the "Merging Trust"), in accordance with Section 3815, Title 12 of the Delaware Code. The Plan was adopted by the unanimous joint written consent of the directors and shareholders of the Surviving Corporation. The only voting group of the Surviving Corporation entitled to vote on adoption of the Plan was the holders of the Surviving Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group. The Trustee of the Merging Trust executed the Plan at the direction of the Sponsor of said trust.

3. The name of the Surviving Corporation is Legendary Hotels, Inc., a Florida corporation. The certificate of incorporation of the Surviving Corporation shall be its certificate of incorporation.

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4. The merger shall be effective as of 4:00 p.m. Eastern Standard Time on July 14, 2006.

5. A copy of the Plan is attached hereto as Exhibit "A" and made a part hereof. The Plan is on file at the following place of business of the Surviving Corporation: 4100 Legendary Drive, Suite 200, Destin, Florida 32541.

6. The parties may execute these Articles of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of these Articles of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Trust have each caused these Articles of Merger to be executed by its authorized representative, as of the 29th day of June, 2006.

WITNESS:

[Signature]  
[Signature]  
 [Print or Type Name]  
[Signature]  
[Signature]  
 [Print or Type Name]

The Surviving Corporation

LEGENDARY HOTELS, INC.,  
 a Florida corporation

By: [Signature]

Peter H. Bos  
 President

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The Merging Trust

ECC TRUST I,  
 a Delaware statutory trust

By: U.S. BANK TRUST NATIONAL  
 ASSOCIATION, not in its individual  
 capacity but solely as trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
 [Print or Type Name]

\_\_\_\_\_  
 [Print or Type Name]

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14. 4. The merger shall be effective as of 4:00 p.m. Eastern Standard Time on July 2006.

5. A copy of the Plan is attached hereto as Exhibit "A" and made a part hereof. The Plan is on file at the following place of business of the Surviving Corporation: 4100 Legendary Drive, Suite 200, Destin, Florida 32541.

6. The parties may execute these Articles of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of these Articles of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Trust have each caused these Articles of Merger to be executed by its authorized representative, as of the 29th day of June, 2006.

WITNESS:

\_\_\_\_\_  
[Print or Type Name]

\_\_\_\_\_  
[Print or Type Name]

Nicole Poole  
\_\_\_\_\_  
[Print or Type Name]  
John M. Corrao  
\_\_\_\_\_  
[Print or Type Name]  
John M. Corrao  
\_\_\_\_\_  
[Print or Type Name]

The Surviving Corporation

LEGENDARY HOTELS, INC.,  
a Florida corporation

By: \_\_\_\_\_

Peter H. Bos  
President

The Merging Trust

BCC TRUST I,  
a Delaware statutory trust

By: U.S. BANK TRUST NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as trustee

By: \_\_\_\_\_

Sterling C. Corrao,  
Authorized Person

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TALLAHASSEE, FLORIDA

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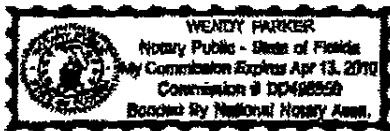
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STATE OF FLORIDA )  
 )ss  
COUNTY OF OKALOOSA )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of June, 2006, by Peter H. Bos, the President of Legendary Hotels, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.



Wendy Parker  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF DELAWARE )  
 )ss  
COUNTY OF NEW CASTLE )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2006, by \_\_\_\_\_ of U.S. Bank Trust National Association, not in its individual capacity but solely as trustee, on behalf of the Trust, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC, State of Delaware  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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STATE OF FLORIDA       )  
                                  )ss  
COUNTY OF OKALOOSA )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2006, by Peter H. Bos, the President of Legendary Hotels, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

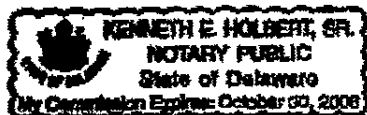
NOTARY PUBLIC, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF DELAWARE       )  
                                  )ss  
COUNTY OF NEW CASTLE )

The foregoing instrument was acknowledged before me this 29TH day of JUNE, 2006, by Sterling C. Correia, an Authorized Person of U.S. Bank Trust National Association, not in its individual capacity but solely as trustee, on behalf of the Trust, who is personally known to me or has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC, State of Delaware

Print Name: KENNETH E. HOLBERT, SR.My Commission Expires: 10/30/2008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger is dated as of June 29, 2006, between ECC Trust I, a Delaware statutory trust (the "Merging Trust") and Legendary Hotels, Inc., a Florida corporation (the "Surviving Entity").

**WITNESSETH:**

WHEREAS, the Merging Trust and the Surviving Entity deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Trust be merged with and into the Surviving Entity, and that the Surviving Entity be the surviving business entity.

NOW, THEREFORE, it is agreed as follows:

**Section 1****Terms**

1.1. On the effective date of the merger (as hereinafter defined), the Merging Trust shall be merged with and into the Surviving Entity, with the Surviving Entity as the surviving business entity.

1.2. Upon the effective date of the merger, all outstanding beneficial interests in the Merging Trust shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and extinguished and converted automatically into the right to receive \$100 in cash, without interest (the "Merger Consideration").

1.3. Each holder of a trust certificate or certificates representing outstanding beneficial interests in the Merging Trust immediately prior to effective date of the merger, upon surrender of such certificate or certificates to the Surviving Entity after the effective date of the merger, shall be entitled to receive its pro rata share of the Merger Consideration.

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TALLAHASSEE, FL 32304

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**Section 2**

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**Effective Date**

2.1. The merger shall become effective on the time and date specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware and Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

**Section 3****Effect of Merger**

3.1. At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the Statutory Trust Act of the State of Delaware (the "Delaware Code") and the Florida Business Corporation Act (the "Florida Act"). Without limiting the generality of such provisions, at the effective time of the merger, all the real and personal property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Trust shall vest in the Surviving Entity, and all debts, liabilities, duties and obligations of the Merging Trust shall become the debts, liabilities, duties and obligations of the Surviving Entity.

**Section 4****Amendment and Termination**

4.1. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving Entity and the Merging Trust to the extent permitted by Delaware and Florida law.

4.2. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving Entity and the Merging Trust.

**Section 5****Covenants and Agreements**

5.1. The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Delaware Code and the Florida Act. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Entity with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Trust, the President or Vice President of the

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Surviving Entity is fully authorized, in the name of the Merging Trust or otherwise, to take all such lawful and necessary action.

Section 6

Counterpart Execution


6.1. The parties may execute this Plan and Agreement of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Plan and Agreement of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving Entity and the Merging Trust have caused this Agreement to be executed by its authorized representative, all as of the date first above written.

The Merging Trust:

ECC TRUST I

By: U.S. BANK TRUST NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as trustee

By:   
Name: Sterling C. Corroia  
Title: Authorized Person

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TALLAHASSEE  
FLORIDA DEPT OF STATE

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Surviving Entity is fully authorized, in the name of the Merging Trust or otherwise, to take all such lawful and necessary action. H06000180106 3

Section 6

Counterpart Execution

6.1. The parties may execute this Plan and Agreement of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Plan and Agreement of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving Entity and the Merging Trust have caused this Agreement to be executed by its authorized representative, all as of the date first above written.

The Merging Trust:

ECC TRUST I

By: U.S. BANK TRUST NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as trustee

By: \_\_\_\_\_  
Name: Sterling C. Correia  
Title: Vice President

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The Surviving Entity:

LEGENDARY HOTELS, INC.

By:   
Peter H. Bos  
Title: President

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