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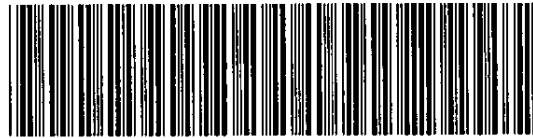
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL 22 2009

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DATE: 07-22-09

NAME: IMPAC HOLDINGS III, LLC

TYPE OF FILING: MERGER

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148.75

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Service Northwoods, Inc.	Florida	Corporation
Service Winter Haven, Inc.	Florida	Corporation
Brunswick Motel Enterprises, Inc.	Georgia	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Impac Holdings III, L.L.C.	Georgia	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached 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 state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

3445 Peachtree Road NE, Suite 700

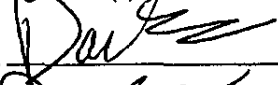
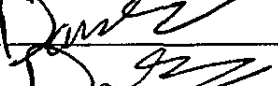


Atlanta, GA 30326

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Servico Northwoods, Inc.</u>		<u>Daniel E. Ellis, VP</u>
<u>Servico Winter Haven, Inc.</u>		<u>Daniel E. Ellis, VP</u>
<u>Brunswick Motel Enterprises, Inc.</u>		<u>Daniel E. Ellis, VP</u>
<u>Impac Holdings III, L.L.C.</u>		<u>Daniel E. Ellis, Authorized E</u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

**AGREEMENT AND PLAN OF MERGER
OF
SERVICO NORTHWOODS, INC., and
SERVICO WINTER HAVEN, INC.,
each a Florida corporation, and**

**BRUNSWICK MOTEL ENTERPRISES, INC.,
a Georgia corporation, and**

**IMPAC HOLDINGS III, L.L.C.,
a Georgia limited liability company**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 26 day of June, 2009, and shall be effective (the "Effective Date") as of the filing of the Articles of Merger, by and among Servico Northwoods, Inc., Servico Winter Haven, Inc. and Brunswick Motel Enterprises, Inc., each a Florida corporation, and Brunswick Motel Enterprises, Inc., a Georgia corporation (collectively, "Merging Corps"), and Impac Holdings III, L.L.C., a Georgia limited liability company ("Impac") (the Merging Corps and Impac are sometimes hereinafter referred to collectively as the "Constituent Companies"):

W I T N E S S E T H:

WHEREAS, the Board of Directors of each of the Merging Corps deem it advisable and for the benefit of such companies and the shareholders of each of the Merging Corps that the Merging Corps merge with and into Impac pursuant to the terms of this Agreement and Plan of Merger and in accordance with the applicable laws of the States of Florida and Georgia; and

WHEREAS, the sole member of Impac deems it advisable and for the benefit of Impac and its sole member that the Merging Corps merge with and into Impac pursuant to the terms of this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Georgia.

NOW, THEREFORE, for and in consideration of the premises hereof and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Agreement and Plan of Merger by the sole members of Impac (being sometimes referred to as the "Surviving Company") and the Merging Corps (the Merging Corps being sometimes referred to as the "Merged Companies"), that the Merging Corps be merged with and into Impac, with Impac being the surviving company in such merger in accordance with the applicable laws of the State of Georgia and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

The Articles of Organization of Impac shall on the Effective Date become the Articles of Organization of the Surviving Company.

2.

The manner of converting or otherwise dealing with the shares and membership interests of each of the Constituent Companies is as follows:

Upon the Effective Date of the merger:

- (i) All of the issued and outstanding shares of the Merged Companies shall be automatically cancelled, surrendered and terminated. Each such cancelled share shall entitle the holder thereof to receive \$.10 per share to be paid by the Surviving Company.
- (ii) All of the issued and outstanding membership interests of the Surviving Company immediately prior to the merger shall continue to represent the outstanding membership interests of the Surviving Company.

3.

Upon the Effective Date, the separate existence of the Merging Corps shall cease, and the Surviving Company shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature of the Merging Corps; and all property, real, personal and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest of or belonging to or due to each of such companies shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed, and the title to any real estate or any interest therein vested in the Merging Corps shall not revert or be in any way impaired by reason of this merger; and the Surviving Company shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Merging Corps; and any claim existing or action or proceeding, civil or criminal, pending by or against the Merging Corps may be prosecuted as if such merger had not taken place, or the Surviving Company may be substituted in its place, and any judgment rendered against any of such companies may thenceforth be enforced against the Surviving Company; and neither the rights of creditors nor any liens upon the property of the Merging Corps shall be impaired by such merger.

4.

Upon the Effective Date, the Articles of Incorporation and bylaws of the Merging Corps shall be terminated and shall have no further force or effect.

5.

Upon the merger becoming effective, the assets and liabilities of the Merging Corps shall be recorded on the books of the Surviving Company at the amounts at which they are carried on the books of the Merging Corps immediately prior to the merger; and the earned surplus of the Surviving Company shall be the combined earned surplus of the Merging Corps and the Surviving Company and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.


6.

If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of the Merging Corps, the shareholders of the Merging Corps shall and will 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 the Surviving Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

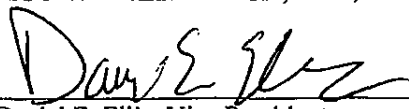
[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Constituent Companies have each caused this Agreement and Plan of Merger to be executed on their respective behalf by their members or duly authorized officers effective as of the day and year first above written.

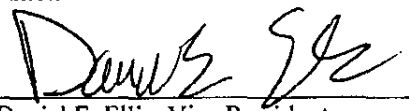
SERVICO NORTHWOODS, INC., a Florida corporation

By: 
Daniel E. Ellis, Vice President

SERVICO WINTER HAVEN, INC., a Florida corporation

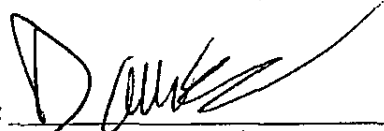
By: 
Daniel E. Ellis, Vice President

BRUNSWICK MOTEL ENTERPRISES, INC., a Georgia corporation

By: 
Daniel E. Ellis, Vice President

IMPAC HOLDINGS III, L.L.C., a Georgia limited liability company

By: IMPAC HOTEL GROUP, L.L.C., its sole member

By: 
Daniel E. Ellis, Vice President