

P94000064808

ARVIN PELTZ

Attorney at Law

Suite 501

3250 Mary Street

Miami, Florida 33133

Admitted in FL, WI & NY

Telephone
(305) 445-2493
Facsimile
(305) 569-7722

February 20, 1997

Secretary of State
State of Florida
Corporate Division
Amendment Office
409 East Gaines Street
Tallahassee, Florida 32399

400002096824--0
-02/25/97--01088--001
***122.50 ***122.50

Re: Merger of CSMC-Metro, Inc. Into CHC Hotels & Resorts
Corp.; Articles of Merger

Dear Sir or Madam:

I enclose the following:

1. Original and copy of Articles of Merger merging regarding CSMC-Metro, Inc., a Florida corporation into CHC Hotels & Resorts Corp., a Florida corporation;
2. Check in the amount of \$122.50 for filing fee of \$70.00 and certified copy in the amount of \$52.50.

Please provide us with the certified copy at your earliest convenience. Thank you for your assistance and prompt attention to this matter.

Sincerely,

Arvin Peltz
AP/cw
Enclosures

x:\user\station2\docs\corp\csmc-met.ss

Merger
97 MAR 17 PM 4:16
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATE
REGISTRATION
MAR 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

ARVIN PELTZ, ESQ.
SUITE 501
3250 MARY STREET
MIAMI, FL 33133

SUBJECT: CHC HOTELS & RESORTS CORP.
Ref. Number: P94000064808

We have received your document for CHC HOTELS & RESORTS CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the articles of incorporation of the disappearing corporation shall be the articles of incorporation of the surviving corporation. You must file amended and restated articles stating any changes to 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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00010785

ARTICLES OF MERGER
Merger Sheet

MERGING:

CSMC-METRO, INC., a Florida corporation, P93000000368

INTO

CHC HOTELS & RESORTS CORP., a Florida corporation, P94000064808

File date: March 17, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

CSMC - METRO, INC., a Florida corporation
into

CHC HOTELS & RESORTS CORP., a Florida corporation

RECEIVED
97 MAR 17 PM 4:16

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), CHC HOTELS & RESORTS CORP., a Florida corporation (the "Surviving Corporation"), CSMC-METRO, INC., a Florida corporation (the "Disappearing Corporation") (the Surviving Corporation and the Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of each of the Disappearing Corporations in the Surviving Corporation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Sections 607.1104 and 607.1105 of the Act, is as follows:

(a) The parties to the Merger are the Constituent Corporations, each of which is the wholly-owned subsidiary of CHC International, Inc. (the "Parent").

(b) The Disappearing Corporations shall be merged with and into the Surviving Corporation.

(c) (i) Each share of the Disappearing Corporation's capital stock, issued and outstanding immediately prior to the Effective Time (as defined below) shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled without any consideration being issued or paid therefor, and (ii) each share of the Surviving Corporation's capital stock, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

(d) The Articles of Incorporation of CHC HOTELS & RESORTS CORP., as of the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

(e) The Bylaws of CHC HOTELS & RESORTS CORP., as of the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

SECOND: The Merger shall become effective at 11:59 P.M. on February 4, 1997 (the "Effective Time").

THIRD: Shareholder approval is not required pursuant to Section 607.1104 of the Act.

FOURTH: Pursuant to the provisions of Section 607.1104 of the Act, the board of directors of the Parent approved the Merger in accordance with the Act as of February 4, 1997.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused these Articles of Merger to be signed in their corporate names by their respective officers, thereunto duly authorized, as of February, 20 1997.

CSMC-METRO, INC.,
a Florida corporation

By:

W. Peter Temling
(Name) W. PETER TEMLING
(Title) VP

CHC HOTELS & RESORTS CORP.,
a Florida corporation

By:

W. Peter Temling
(Name) W. PETER TEMLING
(Title) VP