

ATTN: G. E. E.

PA5000020412

Florida Department of State
Division of Corporations
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To:
Division of Corporations **0383**
Fax Number : (850) 205-~~0380~~

EFFECTIVE DATE

8-18-03

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

2710

PA5-20412

MERGER OR SHARE EXCHANGE

Intown Suites Orlando, LLC

Certificate of Status	0
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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
of
INTOWN SUITES ORLANDO, INC.
(a Florida corporation)
with and into
INTOWN SUITES ORLANDO, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 18-209 of the Delaware Limited Liability Company Act, Intown Suites Orlando, Inc., a Florida corporation ("Florida Corp"), and Intown Suites Orlando, LLC, a Delaware limited liability company ("Delaware LLC"), hereby submit the following Articles of merger for filing and certify that:

1. The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name: Intown Suites Orlando, Inc.
Address: 7100 South Orange Blossom Trail
Orlando, Florida 32809
Jurisdiction: Florida
Entity Type: Corporation

PA5000020412

EFFECTIVE DATE

8-18-03

Name: Intown Suites Orlando, LLC
Address: 300 Galleria Parkway
Suite 1200
Atlanta, Georgia 30339

Registered Office in Delaware:

c/o The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801
Jurisdiction: Delaware
Entity Type: Limited Liability Company

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2. The name, street address, jurisdiction, and entity type of the surviving entity are as follows:

Name: Intown Suites Orlando, LLC
Address: 300 Galleria Parkway
Suite 1200
Atlanta, Georgia 30339

Registered Office in Delaware:

c/o The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

Jurisdiction: Delaware

Entity Type: Limited Liability Company

3. The Agreement and Plan of Merger attached hereto as Exhibit A and made a part hereof (the "Merger Agreement") meets the requirements of Section 607.1108 of the FBCA, and was approved by Florida Corp in accordance with Chapter 607.1103 of the FBCA.

4. The Merger Agreement was approved by Delaware LLC in accordance with the applicable laws of the State of Delaware.

5. Delaware LLC hereby appoints the Florida Secretary of State as its agent for service of process, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Florida Corp.

6. Delaware LLC agrees to pay promptly the dissenting shareholders of Florida Corp the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

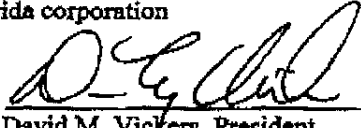
7. The Merger Agreement has been approved and executed by Florida Corp and Delaware LLC. The executed Merger Agreement is on file at Delaware LLC's principal place of business, which is located at 300 Galleria Parkway, Suite 1200, Atlanta, Georgia 30339.

8. A copy of the Merger Agreement will be furnished by Delaware LLC, on request and without cost, to any stockholder of Florida Corp or member of Delaware LLC.

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FILED
SECRETARY
STATE OF FLORIDA
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned have executed this Articles of Merger as of the 18th day of August, 2003.

INTOWN SUITES ORLANDO, INC., a
Florida corporation

By: 
David M. Vickers, President

INTOWN SUITES ORLANDO, LLC, a
Delaware limited liability company

By: **Intown Suites Group Two, LLC, a**
Delaware limited liability company, its Sole
Member

By: 
David M. Vickers, President

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

See Attached

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
of
INTOWN SUITES ORLANDO, INC.
(a Florida corporation)
with and into
INTOWN SUITES ORLANDO, LLC
(a Delaware limited liability company)

I.

MERGER: CONSTITUENT ENTITIES

The name of each constituent entity is as follows: Intown Suites Orlando, Inc., a Florida corporation ("Florida Corp"), and Intown Suites Orlando, LLC, a Delaware limited liability company ("Delaware LLC"). Florida Corp shall merge with and into Delaware LLC, as permitted by Section 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act (the "Merger"). This agreement is the plan of merger for purposes of Florida law and the agreement of merger for purposes of Delaware law.

II.

SURVIVING ENTITY

Delaware LLC will be the surviving entity in the Merger and its name will remain "Intown Suites Orlando, LLC".

III.

LIMITED LIABILITY COMPANY AGREEMENT

The limited liability company agreement of Delaware LLC as in effect immediately prior to the effective time of the Merger shall be the limited liability company agreement of the surviving entity, and shall remain in effect until thereafter duly altered, amended or repealed in accordance with applicable law.

IV.

MANNER AND BASIS OF CONVERTING SHARES

The same entity ("Member") is the sole shareholder of Florida Corp and the sole member of Delaware LLC. Upon the Merger becoming effective in accordance with Article V below, by virtue of the Merger and without any action on the part of Member, all outstanding shares of capital stock of Florida Corp shall be cancelled and Member shall have a 100% membership interest in Delaware LLC.

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SECURITY

V.

EFFECTIVE DATE

The Merger shall be effective at 3:00 PM, Eastern Time, on August 18, 2003.

VI.

MANAGEMENT OF DELAWARE LLC

Following consummation of the Merger, Delaware LLC, as the surviving entity, will be managed by the Member.

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STATE
OF FLORIDA

IN WITNESS WHEREOF, the parties have each caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf on this 18th day of August, 2003.

INTOWN SUITES ORLANDO, INC., a
Florida corporation

By: 

David M. Vickers, President

INTOWN SUITES ORLANDO, LLC, a
Delaware limited liability company

By: **Intown Suites Group Two, LLC, a**
Delaware limited liability company, its Sole
Member

By: 

David M. Vickers, President

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CLERK OF DISTRICT COURT
JULIA ANGELO, CLERK