



THE UNITED STATES
CORPORATION
COMPANY

P97000005501

ACCOUNT NO. : 072100000032

REFERENCE : 293854 2352A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 14, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 293854-010

CUSTOMER NO: 2352A

CUSTOMER: Jayne Brogan, Legal Asst
Gray Harris & Robinson, P.a.
Suite 138
1800 W. Hibiscus Boulevard
Melbourne, FL 32901

ARTICLES OF MERGER

FLAGSTAFF HOTEL ASSETS, INC.,
AN ARIZONA CORPORATOIN

INTO

FLAGSTAFF HOTEL ASSETS, INC.,
A FLORIDA CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS MAR 17 1997

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1997

CSC

TALLAHASSEE, FL

SUBJECT: FLAGSTAFF HOTEL ASSETS, INC.
Ref. Number: P97000005501

We have received your document for FLAGSTAFF HOTEL ASSETS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 697A00013202

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLAGSTAFF HOTEL ASSETS, INC., A NONQUALIFIED ARIZONA
CORPORATION.

INTO

FLAGSTAFF HOTEL ASSETS, INC., a Florida corporation, P97000005501

File date: March 14, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
FLAGSTAFF HOTEL ASSETS, INC.,
an Arizona corporation,
INTO
FLAGSTAFF HOTEL ASSETS, INC.,
a Florida corporation

97 MAR 11 1997
FILED
CLERK

ARTICLES OF MERGER between FLAGSTAFF HOTEL ASSETS, INC., an Arizona corporation, and FLAGSTAFF HOTEL ASSETS, INC., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") and the General Corporation Laws of the States of Florida and Arizona, Flagstaff Hotel Assets, Inc., an Arizona corporation, and Flagstaff Hotel Assets, Inc., a Florida corporation, adopt the following Articles of Merger.

ARTICLE I

The Agreement of Merger and Plan of Reorganization dated January 15, 1997 (the "Plan of Merger") between Flagstaff Hotel Assets, Inc., an Arizona corporation, and Flagstaff Hotel Assets, Inc., a Florida corporation, was approved and adopted by all shareholders entitle to vote of both parties on January 15, 1997.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of Flagstaff Hotel Assets, Inc., an Arizona corporation, will be acquired by means of a merger of Flagstaff Hotel Assets, Inc., an Arizona corporation into Flagstaff Hotel Assets, Inc., a Florida corporation, the surviving corporation (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

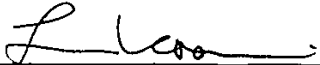
ARTICLE IV

The date and time of the effectiveness of the Merger shall be at 9:00 a.m. on the calendar day following the day that this


document is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this
28th day of February, 1997.

FLAGSTAFF HOTEL ASSETS, INC.,
an Arizona corporation

By: 
Lauren B. Koonin, President

FLAGSTAFF HOTEL ASSETS, INC.,
a Florida corporation

By: 
Lauren B. Koonin, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated January 15, 1997 by and between FLAGSTAFF HOTEL ASSETS, INC., an Arizona corporation (hereinafter called "FLAG-A") and FLAGSTAFF HOTEL ASSETS, INC., a Florida corporation (hereinafter called "FLAG-F").

WHEREAS:

1. The Boards of Directors of FLAG-F and FLAG-A have resolved that FLAG-A be merged and pursuant to the General Corporation Laws of the States of Florida and Arizona into a single corporation existing under the laws of the State of Florida, to wit, FLAG-F, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of FLAG-A consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "FLAG-A Common Stock"), 1,000 shares of which are issued and outstanding; and

3. The authorized capital stock of FLAG-F consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "FLAG-F Common Stock"), 1,000 shares of which are issued and outstanding; and

4. The respective Boards of Directors of FLAG-A and FLAG-F have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Laws of the States of Florida and Arizona that FLAG-A shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida to wit, FLAG-F, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Fillings; Effects of Merger

1.1 FLAG-A Stockholders' Meeting. FLAG-A shall call a meeting of its stockholders to be held in accordance with the Business Corporation Laws of the State of Arizona at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by FLAG-A as Sole Stockholder of FLAG-F. On or before January 15, 1997, FLAG-A, as the sole stockholder of FLAG-F, shall adopt this Agreement in accordance with the General Corporation Laws of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of FLAG-A in accordance with the Corporation Laws of the State of Arizona, (b) this Agreement has been adopted by FLAG-A as the sole stockholder of FLAG-F, in accordance with the General Corporation Laws of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Laws of the States of Arizona and Florida. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of FLAG-A SHALL CEASE, and FLAG-A shall be merged into FLAG-F which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of FLAG-A; and all and singular, the rights, privileges, powers, and franchises of FLAG-A, and all property, real, personal, and mixed, and all debts due to FLAG-A on whatever account, as well for stock subscriptions and all other things in action or belonging to FLAG-A, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of FLAG-A, and the title to any real estate vested by deed or otherwise, under the laws of Arizona or Florida or any other jurisdiction, in FLAG-A, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of FLAG-A shall be preserved unimpaired, and all debts, liabilities, and duties of FLAG-A shall thenceforth attach to the 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 it. At any time, or from time to time, after the Effective Date, the last acting officers of FLAG-A or the corresponding officers of the Surviving Corporation, may, in the name of FLAG-A, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all FLAG-A's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be FLAGSTAFF HOTEL ASSETS, INC., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of FLAG-F as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of FLAG-F, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of FLAG-A and the nature and amount of securities of FLAG-F which the holders of shares of FLAG-A Common Stock are to receive in exchange for such shares are as follows:

3.1 FLAG-A Common Stock. Each one share of FLAG-A Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of FLAG-F Common Stock and outstanding Certificates representing shares of FLAG-A Common Stock shall thereafter represent shares of FLAG-F. Such certificates may, but need not be exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 FLAG-F Common Stock Held by FLAG-A. All issued and outstanding shares of FLAG-F Common Stock held by FLAG-A immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

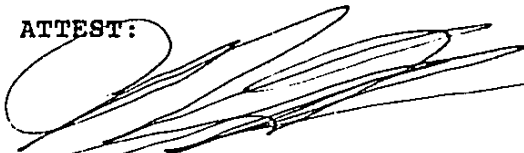
4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of FLAG-A, if the Board of Directors of FLAG-A or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by FLAGSTAFF HOTEL ASSETS, INC., an Arizona corporation and FLAGSTAFF HOTEL ASSETS, INC., a Florida corporation.

ATTEST:



Secretary, C. Wayne Thompson

FLAGSTAFF HOTEL ASSETS, INC.
an Arizona corporation

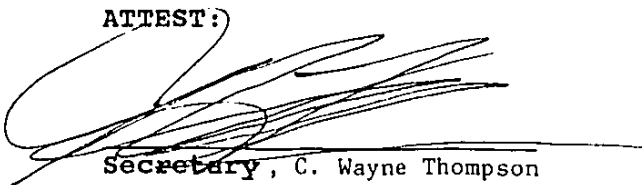
By:



Lauren B. Koonin
Its: President

(SEAL)

ATTEST:



Secretary, C. Wayne Thompson

FLAGSTAFF HOTEL ASSETS, INC.
an Florida corporation

By:



Lauren B. Koonin
Its: President

(SEAL)