

998000102625

Document Number Only

CT Corporation System

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660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

The Waldorf Motel Corporation

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATION

December 15, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WALDORF MOTEL CORPORATION
Ref. Number: P98000102625

We have received your document for WALDORF MOTEL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00058968

ATTN: Teresa

Please checkdate & file.

Thank you! Hope @ CT

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE WALDORF MOTEL CORPORATION, a Maryland corporation

INTO

WALDORF MOTEL CORPORATION, a Florida corporation, P98000102625.

File date: December 14, 1998

Corporate Specialist: Teresa Brown

FILED
98 DEC 14 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1101, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Waldorf Motel Corporation 400 N. Bucks Town Road Suite 1B Langhorne, PA 19047	Maryland	Corporation

(Not qualified in Florida.)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Waldorf Motel Corporation 400 N. Bucks Town Road Suite 1B Langhorne, PA 19047	Florida	Corporation

Florida Document/Registration Number:
P98000102625

FEI Number:
Applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1101, Florida Statutes, and was approved and adopted by each corporation that is a party to the merger on December 10, 1998 by unanimous written consent of the director and the shareholder.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions.

SIXTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signature(s) for each party:

Name of Entity Signature(s) Typed or Printed Name of Individual

The Waldorf Motel Corporation  Charlene Schwartz, President

Waldorf Motel Corporation  Charlene Schwartz, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1107, is being submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Waldorf Motel Corporation	Maryland

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Waldorf Motel Corporation	Florida

THIRD: The terms and conditions of the merger are as follows:

The Waldorf Motel Corporation, a Maryland corporation (the "Merging Corporation"), and Waldorf Motel Corporation, a Florida corporation (the "Surviving Corporation"), shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger (the "Plan"). Upon the filing of the Articles of Merger with the Secretary of State of Florida, the Merging Corporation shall be merged with and into the Surviving Corporation, and the separate existence of the Merging Corporation, except insofar as it may be continued by law, shall cease.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the filing of the Articles of Merger, shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

Each share of Common Stock of the Surviving Corporation outstanding immediately prior to the filing of the Articles of Merger shall be unaffected by the Merger.