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CORPORATION(S) NAME

Morgan

Waldorf Motel Corporation (FL)

merging into:

Waldorf Motel Corporation (FL)

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THANK YOU ! CONNIE BRYAN

ARTICLES OF MERGER
Merger Sheet

MERGING:

WALDORF MOTEL CORPORATION, a Florida corporation P98000102625

INTO

WALDORF MOTEL CORPORATION, a Delaware corporation not qualified in
Florida.

File date: December 28, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
WALDORF MOTEL CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

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

Second: The name and jurisdiction of each merging corporation is:

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

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 27th, 1999.

Sixth: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 28th, 1999.

Waldorf Motel Corporation
(a Florida corporation)

By: Charlene Schwartz
Charlene Schwartz, President

Waldorf Motel Corporation
(a Delaware corporation)

By: Charlene Schwartz
Charlene Schwartz, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

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

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

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

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

Waldorf Motel Corporation, a Florida corporation (the "Merging Corporation"), and Waldorf Motel Corporation, a Delaware 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 Certificate of Merger with the Secretary of State of Delaware, and the filing of 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 Certificate 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 Certificate of Merger shall be unaffected by the Merger.