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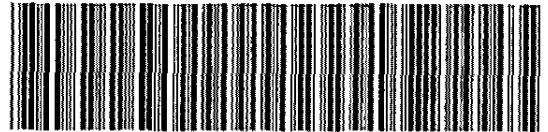
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FILED
04 MAY 14 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 MAY 14 PM 1:06
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C.

Meyer

C. Coulllette MAY 14 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 649066 9796A

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : May 14, 2004

ORDER TIME : 11:51 AM

ORDER NO. : 649066-005

CUSTOMER NO: 9796A

CUSTOMER: Ms. Sarah L. Steinen
Chesser, Wingard, Barr &
1201 Eglin Parkway

Shalimar, FL 32579

ARTICLES OF MERGER

HUFF HOTELS, INC.

INTO

RAMADA LIMITED OF NICEVILLE,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

STATE OF FLORIDA
COUNTY OF OKALOOSA

THESE ARTICLES OF MERGER are presented on behalf of HUFF HOTELS, INC., a Florida Corporation, the "Merging Entity", which shall be merged into the surviving limited Corporation, RAMADA LIMITED OF NICEVILLE, INC., a Florida Corporation. This is a Florida Corporation Act merger pursuant to which the merging entity will cease to exist.

THESE Articles of Merger are herewith presented as follows:

1. The Plan of Merger as outlined in the Agreement and Plan of Merger attached hereto, has been properly adopted by Shareholders, Directors and Officers of each entity. The Plan of Merger is incorporated herein and presented for filing.

2. The effective date of merger shall be when filed with the Secretary of State of the State of Florida.

3. The consent of all Shareholders, Directors, and Officers has been obtained.

4. This Plan of Merger was adopted by the parties as of the date of the last signature hereon.

5. These Articles of Merger may be recorded in any county where HUFF HOTELS, INC., owns real or personal property and shall be sufficient to evidence title transfer by statutory merger as set forth in the Agreement and Plan of Merger.

These Articles of Merger executed this 13th day of May, 2004.

HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, President

Cindy Veit
Witness Cindy Veit

D.M. Chesser
Witness D.M. Chesser

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was sworn to and subscribed before me this 13th day of May, 2004, by DEEPAK PATEL, who is either personally known to me, or produced ID # P 340-172-67-376-0 as identification, and who did ~~not~~ take an oath.



Sarah L. Steinhilber
MY COMMISSION # 00253757 EXPIRES
September 28, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

Sarah Steinhilber
Type or Print Name:
My Commission Expires:

FILED
04 MAY 14 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, Shareholder

Cindy Veit
Witness Cindy Veit
D.M. Chesser
Witness D.M. Chesser

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was sworn to and subscribed before me this 13th day of
May, 2004, by DEEPAK PATEL, who is either personally known to me, or produced
DL# P 340-172-67-3760 as identification, and who did not take an oath.



Sarah L. Steinen
MY COMMISSION # DD253757 EXPIRES
September 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Sarah Steinen
Type or Print Name:
My Commission Expires:

HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, Director

Cindy Veit
Witness Cindy Veit
D.M. Chesser
Witness D.M. Chesser

STATE OF FLORIDA
COUNTY OF OKALOOSA

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[Seal]



Sarah L. Steinen
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September 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Sarah Steinen
Type or Print Name:
My Commission Expires:

RAMADA LIMITED OF NICEVILLE,
INC., a Florida Corporation

By: Deepak Patel
DEEPAK PATEL, President

Cindy Veit
Witness Cindy Veit
D. M. Chesser
Witness D. M. Chesser

STATE OF FLORIDA
COUNTY OF OKALOOSA

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Sarah Steinen
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My Commission Expires:

RAMADA LIMITED OF NICEVILLE,
INC., a Florida Corporation

By: Deepak Patel
DEEPAK PATEL, Shareholder

Cindy Veit
Witness Cindy Veit
D. M. Chesser
Witness D. M. Chesser

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of May 13, 2004, by and between HUFF HOTELS, INC., a Florida Corporation, and RAMADA LIMITED OF NICEVILLE, INC., a Florida Corporation, being the "surviving entity".

WHEREAS, the Shareholders of HUFF HOTELS, INC. and the Shareholders of RAMADA LIMITED OF NICEVILLE, INC., deem it to be in the best interest of the constituent entities to merge HUFF HOTELS, INC. into RAMADA LIMITED OF NICEVILLE, INC., such that RAMADA LIMITED OF NICEVILLE, INC., the surviving entity, continue and own and hold property heretofore held in the name of HUFF HOTELS, INC., all pursuant to the laws of the State of Florida and pursuant to the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I MERGER

1.1 HUFF HOTELS, INC. shall be as is hereby merged with and into RAMADA LIMITED OF NICEVILLE, INC. in accordance with the laws of the State of Florida. The separate existence of HUFF HOTELS, INC., the Corporation, shall thereby cease, and RAMADA LIMITED OF NICEVILLE, INC. shall be the surviving entity.

1.2 The name of the surviving entity shall be "RAMADA LIMITED OF NICEVILLE, INC."

1.3 The effective date of the Plan of Merger shall be the date this Plan is filed with the Secretary of State of Florida. The separate existence of HUFF HOTELS, INC., shall cease as of that date. Except as otherwise set forth herein, the surviving Corporation shall possess all of the rights, privileges, immunities, and franchises, to the extent consistent with its own Articles. All the rights, privileges, powers and franchises of HUFF HOTELS, INC., of a public as well as of a private nature, and all property, real, personal and mixed of the merging Corporation, and all debts due on whatsoever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in RAMADA LIMITED OF NICEVILLE, INC., without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the merging Corporation shall be thereafter as effectually the property of RAMADA LIMITED OF NICEVILLE, INC., as if they were of HUFF HOTELS, INC.

1.4 From and after the effective date, the surviving Corporation shall be liable and responsible for all of the liabilities and obligations of the constituent entities. The rights of the creditors of HUFF HOTELS, INC., or of any person dealing with such Corporation, or any liens upon the property of such Corporation, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either entity may be

prosecuted to judgment as if this merger had not taken place, or the surviving entity may be proceeded against or substituted in place of the merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving entity shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective as of the date of filing pursuant.

2.2 Prior to the effective date, the constituent entity shall take all such action as is necessary to effect the merger. If at any time after the effective date, the surviving entity shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the surviving entity full title to all of the property, assets, rights, privileges and franchises of the constituent entities, or either of them, the officers and directors of the constituent entity shall execute and deliver all such instruments and take all such further actions as the surviving entity may determine to be necessary or desirable in order to vest in and confirm to the surviving entity title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of RAMADA LIMITED OF NICEVILLE, INC., as in effect immediately prior to the date of filing the Articles of Merger, shall, after the merger, continue to be the Articles of Incorporation of the surviving Corporation until duly amended in accordance with law, and no change of such Articles of Incorporation shall be effected by the merger.

3.2 The By-Laws for RAMADA LIMITED OF NICEVILLE, INC., shall become the By-Laws of HUFF HOTELS, INC. The Shareholders shall become Shareholders of RAMADA LIMITED OF NICEVILLE, INC., and the person elected by them to serve as the President shall in fact be the President of HUFF HOTELS, INC.

3.3 The persons who are Shareholders of HUFF HOTELS, INC., shall each have the same power and vote in RAMADA LIMITED OF NICEVILLE, INC., as they had in HUFF HOTELS, INC. The President of RAMADA LIMITED OF NICEVILLE, INC., shall be DEEPAK PATEL, Niceville, Florida, 32578, until further vote of the Shareholders of RAMADA LIMITED OF NICEVILLE, INC., and shall be entitled to execute documents on behalf of both Corporations, including documents of conveyance, mortgages, promissory notes, and other documents conveying the property owned by the entity.

ARTICLE IV
CONVERSION OF PARTNERSHIP INTEREST

4.1 The surviving entity shall have the same Shareholders as HUFF HOTELS, INC.

ARTICLE V
MISCELLANEOUS

5.1 The Shareholders of each Corporation are identical. All join in this Plan of Merger, and all consent to the effect of this merger.

5.2 This Agreement and Plan embodies the entire Agreement between the parties and there are no understandings, restrictions, or warranties between the parties hereto other than those set forth in this Agreement.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized Shareholders, Directors, and Officers of each constitute entity as of the day and year first above written.

HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, President

Cindy Vert
Witness Cindy Vert
D. M. Chesser
Witness D. M. Chesser

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was sworn to and subscribed before me this 13th day of May, 2004, by DEEPAK PATEL, who is either personally known to me, or produced DL# P340-172-67376 as identification, and who did not take an oath.

[Seal]

Sarah Steinen
Type or Print Name:
My Commission Expires:



Sarah L. Steinen
MY COMMISSION # DD253757 EXPIRES
September 28, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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Witness Cindy Veit
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HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, Shareholder

Sarah Steinen
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My Commission Expires:

HUFF HOTELS, INC., a Florida
Corporation

By: Deepak Patel
DEEPAK PATEL, Director

Sarah Steinen
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My Commission Expires:

RAMADA LIMITED OF NICEVILLE,
INC., a Florida Corporation

By: Deepak Patel
DEEPAK PATEL, President

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Witness Cindy Veit
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DEEPAK PATEL, Shareholder

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