

V-39262
GERRY, FRIEND & SAPRONO, LLP

ATTORNEYS AT LAW
SUITE 1450
THREE RAVINIA DRIVE
ATLANTA, GEORGIA 30346-2117

(770) 399-9500
FACSIMILE (770) 395-0000
EMAIL: gfslaw@gfslaw.com

April 30, 2001

Via FedEx

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger of INTERNATIONAL HOTEL SERVICES, INC. and
IHS HOSPITALITY SERVICES, INC.

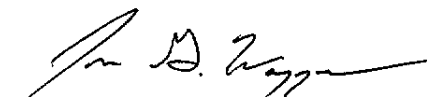
Dear Sir/Madam:

Enclosed please find the original and two (2) copies of the Articles of Merger for International Hotel Services, Inc. and IHS Hospitality Services, Inc. and a completed Plan of Merger. We have been advised that a notice of publication is not required.

Also, enclosed is our check in the amount of \$78.75 to cover the cost of merger for each entity and certified copy.

Thank you for your courtesy and assistance in this matter. Should you have any questions, please do not hesitate to call.

Very truly yours,


Jon G. Waggoner

JGW/scb
Enclosures

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FILED
01 MAY - 1 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
3-9
6

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL HOTEL SERVICES, INC., a Florida corporation, document
number V39262

INTO

IHS HOSPITALITY SERVICES, INC.. a Georgia entity not qualified in Florida

File date: May 1, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
(Profit Corporations)

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

FILED
01 MAY - 1 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

IHS Hospitality Services, Inc. Georgia

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

International Hotel Services, Inc. Florida

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

OR 05 / 01 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
05/01/01 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 05/01/01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation _____

Signature

Typed or Printed Name of Individual & Title

IHS Hospitality
Services, Inc.

John S. King

John S. King, CEO

International Hotel
Services, Inc.

John S. Kutz

John S. King, CEO

PLAN OF MERGER

(Non Subsidiaries)

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 name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>IHS Hospitality Services, Inc.</u>	<u>Georgia</u>
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>International Hotel Services, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

- 1.) IHS Hospitality Services, Inc. shall be the surviving corporation.
- 2.) Merger effective date shall be May 1, 2001.
- 3.) The Articles of Incorporation, Bylaws, and Directors and Officers of the surviving corporation shall be those of IHS Hospitality Services, Inc. preceeding the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, each share of common stock of International Hotel Services, Inc. shall be converted into one share of common stock of IHS Hospitality Services, Inc. All certificates evidencing shares of stock in International Hotel Services, Inc. shall be surrendered and cancelled. *(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NA

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: