

CERTIFICATE OF SECRETARYOFMILNER HOTELS, INCORPORATED, A VIRGINIA CORPORATION

I, A. L. Wilson, of the City of Detroit, State of Michigan, hereby certify that I am Secretary of Milner Hotels, Incorporated, a Virginia corporation; that the foregoing Agreement of Merger was duly approved by a resolution of the Board of Directors of that corporation, on November 27, 1963, and was adopted by the unanimous consent of the shareholders of that corporation on November 27, 1963.

I further certify that such meeting of the Board of Directors was duly and legally called and notified in accordance with the laws of the State of Virginia and that such action by the unanimous written consent of the shareholders is permissible under the laws of said state.



A. L. Wilson
Secretary

CERTIFICATE OF SECRETARYOFMILNER HOTELS, INC., A SOUTH CAROLINA CORPORATION

I, A. L. Wilson, of the City of Detroit, State of Michigan, hereby certify that I am Secretary of Milner Hotels, Inc., a South Carolina corporation; that after execution of the foregoing Agreement of Merger by all of the Directors of said corporation, at a meeting of the shareholders thereof separately called for the purpose of considering the foregoing Agreement of Merger, held at the principal office thereof on December 23, 1963, at which meeting all of the voting power of the corporation was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by unanimous vote.

I further certify that such meeting was duly and legally called, notified and published in accordance with the provisions of the laws of the