

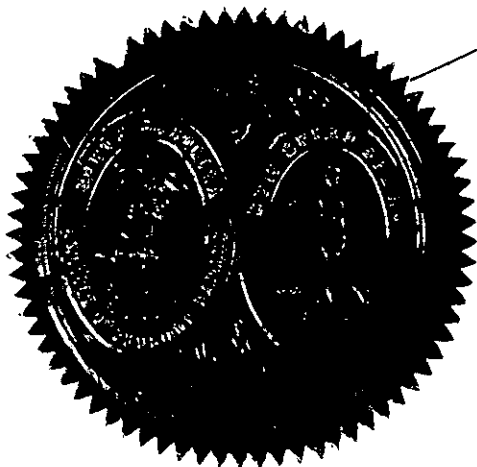
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State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify: THAT THE ATTACHED AGREEMENT OF MERGER BETWEEN "MILNER HOTELS, INC.", AN ALABAMA CORPORATION, "MILNER HOTELS, INC.", A NORTH CAROLINA CORPORATION, "MILNER HOTELS, INC.", A SOUTH CAROLINA CORPORATION, "MILNER HOTELS, INCORPORATED", A VIRGINIA CORPORATION, AND "MILNER HOTELS OF WEST VIRGINIA, INC.", A WEST VIRGINIA CORPORATION, IS A TRUE AND CORRECT COPY OF THE MERGER AGREEMENT NOW ON FILE IN THIS OFFICE. UNDER THE MERGER AGREEMENT "MILNER HOTELS, INC.", THE SOUTH CAROLINA CORPORATION, IS MERGED INTO THE VIRGINIA CORPORATION WHOSE NAME IS CHANGED TO "MILNER HOTELS, INC.", SAID CORPORATION NOT BEING DOMESTICATED IN THE STATE OF SOUTH CAROLINA, ALL OF WHICH IS DULY CERTIFIED AS SHOWN BY DOMESTIC CORPORATION FILE NO. 27791.



Given under my Hand and the Great Seal of the State at Columbia this 27th day of December, A. D., 1963 and in the one hundred and 88th year of the Independence of the United States of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State