

under the laws of the State of West Virginia having been incorporated on March 25, 1936, and having an authorized capital stock consisting of 2,500 shares, all of which are of one class with a par value of \$10.00 per share of which 91.07 shares are issued and outstanding; and

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable that these corporations merge and that they have duly approved and authorized the form of this Agreement of Merger; and

WHEREAS, the laws of the States of Alabama, North Carolina, South Carolina, Virginia and West Virginia permit such a merger and the Constituent Corporations desire to merge under and in pursuant to the provisions of the laws of their respective states.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, IT IS AGREED that Alabama, North Carolina, South Carolina and West Virginia shall be and they hereby are merged into Virginia which shall be the Surviving Corporation and the terms and conditions of such merger and mode of carrying it into effect are and shall be as follows:

(1) The name of the corporation (which is sometimes hereinafter referred to as the "Surviving Corporation") shall, from and after the effective date of the merger be Milner Hotels, Inc. and it shall be a corporation of the State of Virginia.

(2) (A) The principal office of the Surviving Corporation in Virginia shall be located in the City of Norfolk, County of Norfolk, State of Virginia.

(B) The principal office shall be 323 Granby, Norfolk, Virginia.

(3) The nature of the business of the Surviving Corporation and the objects and purposes to be transacted, promoted and carried on by it are as follows:

(A) To acquire real property by purchase, lease or otherwise; to erect, repair and maintain hotel buildings, garages, and other structures