

CERTIFICATE OF SECRETARYOFMILNER HOTELS, INC., A NORTH 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 North Carolina 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 North Carolina and that such action by the unanimous written consent of the shareholders is permissible under the laws of said state.

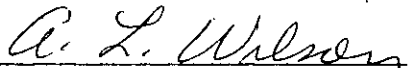


A. L. Wilson
Secretary

CERTIFICATE OF SECRETARYOFMILNER HOTELS, INC., A WEST VIRGINIA CORPORATION

I, A. L. Wilson, of the City of Detroit, State of Michigan, hereby certify that I am Secretary of Milner Hotels, Inc., a West 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 West 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