State of South Carolina and that the action proposed to be taken at such meeting was specified in the notice of meeting.

Dated: December 23, 1963

A. L. Wilson Secretary

Milner Hotels, Inc., an Alabama corporation, has caused the foregoing Agreement of Merger adopted and certified as above, to be signed by its President and Secretary under its corporate seal this 27th day of November, 1963.

MILNER HOTELS, INC., an Alabama Corporation

By Janto

By G. T. Wilson

Milner Hotels, Inc., a North Carolina corporation, has caused the foregoing Agreement of Merger, adopted and certified as above, to be signed by its President and Secretary under its corporate seal this 27th day of November, 1963.

MILNER HOTELS, INC.,

a North Carolina Corporation

Procident

By G. J. Wilson

Milner Hotels, Incorporated, a Virginia corporation, has caused the foregoing Agreement of Merger, adopted and certified as above, to be