

Delaware



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Shelby Cnty Judge of Probate, AL
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The First State

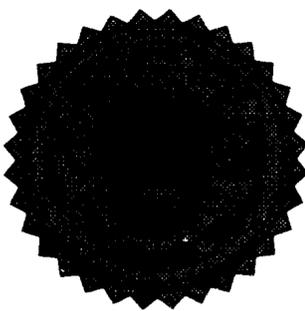
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTOWN SUITES SOUTHPARK, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

WITH AND INTO "INTOWN SUITES SOUTHPARK, LLC" UNDER THE NAME OF "INTOWN SUITES SOUTHPARK, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF OCTOBER, A.D. 2005, AT 1:44 O'CLOCK P.M.

4041482 8100M

050823433



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4213075

DATE: 10-07-05

**CERTIFICATE OF MERGER
OF
INTOWN SUITES SOUTHPARK, LLC
(a Georgia limited liability company)
INTO
INTOWN SUITES SOUTHPARK, LLC
(a Delaware limited liability company)**

October 7, 2005

The undersigned limited liability company formed and existing and by virtue of the Delaware Limited Liability Company Act (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Intown Suites Southpark, LLC	Georgia
Intown Suites Southpark, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by (i) Intown Suites Southpark, LLC, a Georgia limited liability company, in accordance with Section 14-11-901 of the Georgia Limited Liability Company Act, and (ii) Intown Suites Southpark, LLC, a Delaware limited liability company, in accordance with Section 18-209 of the Act.

THIRD: The name of the surviving domestic limited liability company is Intown Suites Southpark, LLC.

FOURTH: The merger of Intown Suites Southpark, LLC, into Intown Suites Southpark, LLC shall be effective upon filing of this certificate of merger.

FIFTH: The executed Agreement and Plan of Merger is on file at an office and place of business of the surviving limited liability company. The address of such office and place of business of the surviving limited liability company is c/o Intown Suites Management, Inc., 2727 Paces Ferry Road, Suite II-1200, Atlanta, Georgia 30339.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of Intown Suites Southpark, LLC, a Georgia limited liability company, and to any member of Intown Suites Southpark, LLC, a Delaware limited liability company.

[Signature Page Follows]

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RETURN RECORDED DOCS TO:

IRIS CEPEDA

LANDAMERICA COMMERCIAL SERVICES

450 SOUTH ORANGE AVENUE STE 170

ORLANDO, FL 32801-3388

05-1279



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IN WITNESS WHEREOF, Intown Suites Southpark, LLC has caused this Certificate of Merger to be duly executed as of the date first above written.

INTOWN SUITES SOUTHPARK, LLC,
a Delaware limited liability company

By: Intown Suites Group Two LLC,
a Delaware limited liability company,
as Authorized Person

By: 

Name: Douglas N. Wells

Title: President