

Aug 23 1 44 PM '99  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF MERGER

OF

MFS OF BOISE, INC.

AND

SODEXHO MARRIOTT MANAGEMENT, INC.

SEP 20 1 30 PM '99

SECRETARY OF STATE  
STATE OF IDAHO

To the Secretary of State  
State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Business Corporation Act, is MFS OF BOISE, INC.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New York, is SODEXHO MARRIOTT MANAGEMENT, INC.

3. The number of outstanding shares of MFS OF BOISE, INC. is 100 common shares, all of which are of one class, and all of which are owned by SODEXHO MARRIOTT MANAGEMENT, INC.

4. The following is the Plan of Merger for merging MFS OF BOISE, INC. into SODEXHO MARRIOTT MANAGEMENT, INC. as approved by resolution of the Board of Directors of SODEXHO MARRIOTT MANAGEMENT, INC.

"1. SODEXHO MARRIOTT MANAGEMENT, INC., which is a business corporation of the State of New York and is the parent corporation and the owner of all of the outstanding shares of MFS OF BOISE, INC., which is a business corporation of the State of Idaho and the subsidiary corporation, hereby merges MFS OF BOISE, INC. into SODEXHO MARRIOTT MANAGEMENT, INC. pursuant to the provisions of the Idaho Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of SODEXHO MARRIOTT MANAGEMENT, INC.

"2. The separate existence of MFS OF BOISE, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the Idaho Business Corporation Act, and SODEXHO MARRIOTT MANAGEMENT, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of MFS OF BOISE, INC. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

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"4. The Board of Directors and the proper officers of SODEXHO MARRIOTT MANAGEMENT, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. SODEXHO MARRIOTT MANAGEMENT, INC. is the owner of all of the issued shares of MFS OF BOISE, INC., and SODEXHO MARRIOTT MANAGEMENT, INC. waived the mailing of a copy of the Plan of Merger in writing.


6. Shareholder approval was not required.

7. The laws of the jurisdiction of organization of SODEXHO MARRIOTT MANAGEMENT, INC. permit a merger of an Idaho wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of MFS OF BOISE, INC. into SODEXHO MARRIOTT MANAGEMENT, INC. is in compliance with the laws of the jurisdiction of organization of SODEXHO MARRIOTT MANAGEMENT, INC.

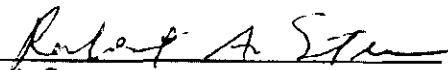
8. The effective time and date in the State of Idaho of the merger herein provided for shall be at 9a.m. on September ~~23~~ 13, 1999.

Executed on August 13, 1999.

MFS OF BOISE, INC.

  
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Robert A. Stern  
Vice President

SODEXHO MARRIOTT MANAGEMENT, INC.

  
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Robert A. Stern  
Vice President