

**ARTICLES OF MERGER
OF
BOISE PARK HOTEL CORPORATION
WITH AND INTO
SUNSTONE HOTELS, LLC**

Oct 14 10:07 AM '97

SECRET

Pursuant to the provisions of the Idaho Business Corporation Act, including Sections 30-1-1105 and 30-11-1107 thereof, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Boise Park Hotel Corporation, an Idaho corporation ("Boise Park"), with and into Sunstone Hotels, LLC, a Delaware limited liability company ("Sunstone LLC"), as adopted at a meeting by the Board of Directors of Boise Park on October 6, 1997 and by the action of the sole Managing Member of Sunstone LLC on October 6, 1997.

SECOND: The designation, number of outstanding shares and the number of votes entitled to be cast by the voting group entitled to vote on the Plan of Merger for Boise Park are as follows:

- A. Designation of voting group: sole shareholder.
- B. Number of outstanding shares of voting group: 100.
- C. Number of votes of voting group entitled to be cast on the Plan of Merger: 100.

THIRD: For Boise Park, the total number of undisputed votes cast for the Plan of Merger by the voting group entitled to vote on the Plan of Merger is as follows:

- D. Designation of voting group: sole shareholder.
- E. Number of undisputed votes of voting group cast for the Plan of Merger: 100.

FOURTH: For Boise Park, the unanimous vote cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

FIFTH: The merger of Boise Park with and into Sunstone LLC is permitted by the laws of the jurisdiction of organization of Sunstone LLC and has been authorized in compliance with such laws.

SIXTH: Sunstone LLC shall continue its existence as the surviving limited liability company under its present name of "Sunstone Hotels, LLC," pursuant to the provisions of the laws of the jurisdiction of its organization.

IDAHO SECRETARY OF STATE

IDAHO SECRETARY OF STATE

10/14/1997 09:00

CK: 1090 CT: 69535 BH: 46442

10 30 00 = 30 00 MERGER

C93704

Executed on this 9 day of October, 1997.

BOISE PARK HOTEL CORPORATION,
INC., an Idaho corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

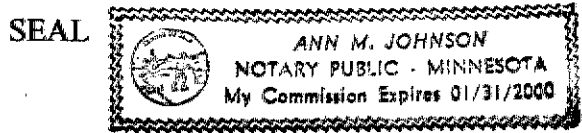
By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

STATE OF Minnesota)
)SS.:
COUNTY OF Olmsted)

I, Ann M. Johnson, a notary public, do hereby certify that on this 9 day of October, 1997, personally appeared before me Thomas J. O'Leary and Steven R. Stenhaus who being first duly sworn, declared that they are the President and Secretary, respectively, of Boise Park Hotel Corporation, that they signed the foregoing documents in such capacity of the corporation, and that the statements contained herein are true.

Ann M. Johnson
Notary Public

Commission expires: 1/31/2000



Executed on this 9 day of October, 1997.

SUNSTONE HOTELS, LLC, a Delaware limited liability company

By: KAHLER REALTY CORPORATION, a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

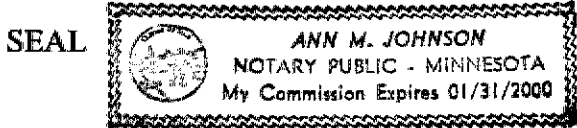
Its: Sole Managing Member

STATE OF Minnesota)
)SS.:
COUNTY OF Olmsted)

I, Ann M. Johnson, a notary public, do hereby certify that on this 9 day of October, 1997, personally appeared before me Thomas J. O'Leary, who being first duly sworn, declared that he is the President of the Authorized Person as stated in the Limited Liability Agreement of Sunstone Hotels, LLC, that he signed the foregoing documents in such capacity of the corporation that is the sole Managing Member of the limited liability company, and that the statements contained herein are true.

Ann M. Johnson
Notary Public

Commission expires: 1/31/2000



PLAN OF MERGER adopted by Boise Park Hotel Corporation, a business corporation organized under the laws of the State of Idaho, by resolution of its Board of Directors on October 6, 1997, and duly adopted on October 6, 1997 by Sunstone Hotels, LLC, a limited liability company organized under the laws of the State of Delaware, by resolution of its sole Managing Member. The names of the companies planning to merge are Boise Park Hotel Corporation, a business corporation organized under the laws of the State of Idaho ("Boise Park") and Sunstone Hotels, LLC, a limited liability company organized under the laws of the State of Delaware ("Sunstone LLC"). The name of the surviving company into which Boise Park plans to merge is "Sunstone Hotels, LLC."

I. Boise Park shall, pursuant to the provisions of the Idaho Business Corporation Act and the provisions of the laws of the State of Delaware, be merged (the "Merger") with and into Sunstone LLC, which shall be the surviving limited liability company at the effective time and date of the Merger and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as a limited liability company under its present name, pursuant to the provisions of the laws of the State of Delaware. The separate existence of Boise Park which is sometimes hereinafter referred to as the "terminating corporation," shall cease at the effective time and date of the Merger in accordance with the provisions of the Idaho Business Corporation Act.

II. The Certificate of Formation of the surviving company at the effective time and date of the Merger shall be the Certificate of the surviving company and such Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Delaware.

III. The present Limited Liability Company Agreement of the surviving company will be the Limited Liability Company Agreement of the surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the laws of State of Delaware.

IV. The Managing Member in office of the surviving company at the effective time and date of the Merger shall be the Managing Member of the surviving company, which shall hold such office until the election and qualification of its successor or until its tenure is otherwise terminated in accordance with the Limited Liability Company Agreement of the surviving company.

V. Each issued share of the terminating corporation immediately prior to the effective time and date of the Merger shall, at the effective time and date of the Merger, be cancelled. The membership interests of the surviving company shall not be converted or exchanged in any manner, and each such interest which is issued and outstanding as of the effective time and date of the Merger shall continue to represent one interest of the surviving company.

VI. The Merger and this Plan of Merger shall be authorized and approved by the sole member of Sunstone LLC in the manner prescribed by the laws of the State of Delaware and the Merger and this Plan of Merger shall be authorized and submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of Chapter I, Part 11 of the Idaho Business Corporation Act.

VII. In the event that the Merger and this Plan of Merger shall have been duly authorized by the sole Member of Sunstone LLC in compliance with the laws of the State of Delaware and in the event that the Merger and this Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Idaho Business Corporation Act, the terminating corporation and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Idaho, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

VIII. The Board of Directors and the proper officers of the terminating corporation and the sole Managing Member, or the Authorized Person as provided in the Limited Liability Company Agreement of the surviving company, respectively, 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.

Executed on this 9 day of October, 1997.

BOISE PARK HOTEL CORPORATION, an Idaho corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

SUNSTONE HOTELS, LLC, a Delaware limited liability company

By: KAHLER REALTY CORPORATION, a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

Its: Sole Managing Member