

(14) Both the stockholders and directors of the Surviving Corporation may hold their meetings and the Surviving Corporation may have an office or offices in such place or place outside of the State of Virginia as the board of directors may determine and the Surviving Corporation may keep its books outside the State of Virginia except as otherwise provided by law.

(15) This Agreement of Merger shall constitute the certificate of incorporation of the Surviving Corporation from and after the effective date of the merger. The Surviving Corporation hereby reserves the right to alter, amend, change or repeal any provision contained in the certificate of incorporation in the manner now or hereafter prescribed by the laws of the State of Virginia and all rights confirmed on stockholders therein are subject to this reservation.

(16) In the event the merger herein proposed shall become effective, the Surviving Corporation agrees that it may be served with process in the State of South Carolina in any proceeding for the enforcement of any obligation of Milner Hotels, Inc., a South Carolina corporation, and in the State of Alabama in any proceeding for enforcement of any obligation of Milner Hotels, Inc., an Alabama corporation, and upon the merger becoming effective does hereby irrevocably appoint the Secretary of State of the State of South Carolina and the Secretary of State of the State of Alabama as its agents to accept service of process in any such action in their respective jurisdictions involving the corporation of their respective jurisdiction. The address to which a copy of such process shall be mailed is: Milner Hotels, Inc., 1526 Centre, Detroit, Michigan 48226.

IN WITNESS WHEREOF, Alabama, North Carolina and Virginia have each by authority of its Board of Directors caused this Agreement of Merger to be signed in its corporate name by its President and its corporate seal to be hereunto affixed and attested by its Secretary; and a majority of the Directors of South Carolina and West Virginia have hereunto set their hands under the respective seals of their corporations, attested by their respec-