

F 96000000825

CAPITOL SERVICES, INC. / a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

 (Requestor's Name)
 1406 Hays Street, Suite 2

 (Address)
 Tallahassee, FL 32301 (904) 656-3992

 (City, State, Zip) (Phone #)

800001718048
 -02/19/96--01042--013
 ****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Chancel Service Corporation

 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 2:19 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 96 FEB 19 PM 12:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

J

NEW FILINGS
<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

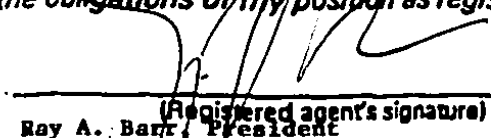
REGISTRATION/QUALIFICATION
<input checked="" type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

RECEIVED
 96 FEB 19 PM 10:54
 DIVISION OF CORPORATION

Examiner's Initials _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Chancel Service Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 13-3626469
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 1, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Hilton International CO.
901 Ponce de Leon Blvd., Suite 202, Coral Gables, Fl. 33134
(Current mailing address)
8. To engage in any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: United Corporate Services, Inc.
Office Address: 801 Northeast 167th St., Suite 300
North Miami Beach, Florida, 33162
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
Ray A. Barr, President
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
96 FEB 19 11:23:39
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Paul Lierman
Address: 901 Ponce de Leon Blvd., Suite 202
Coral Gables, Florida 33134

Director: Martin Lawrence
Address: Drake Hotel, 140 East Walton
Chicago, Illinois 60611

Director: Robert Ballingall
Address: Ladbroke Group Plc., Chancel House
Neasden Lane, London NW10, 2XE, England

Director: Brian Wilson
Address: International Court, 2-3 Rhodes Way
Watford Herts WD2 4YW, England

B. OFFICERS

President: Paul Lierman
Address: 901 Ponce de Leon Blvd.
Suite 202, Coral Gables, FL 33134

Vice President: Martin Lawrence
Address: Drake Hotel, 140 East Walton
Chicago, Illinois 60611

Secretary: Brian Wilson
Address: International Court, 2-3 Rhodes Way
Watford Herts WD2 4YW, England

Treasurer: Robert Decker
Address: One Wall Street Court, 10th fl.
New York, New York 10005

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Paul Lierman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul Lierman, President
(Typed or printed name and capacity of person signing application)

96 FEB 19 PM 12:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDENDUM

12. A. Additional Director:

Director: Robert Decker
Address: One Wall Street Court, 10th fl.
New York, New York 10005

B. Additional Officer:

Vice President: Robert Ballingall
Address: Ladbroke Group Plc.
Chancel House
Neasden Lane
London NW10 2XE, England

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 19 PM 12:39

FILED

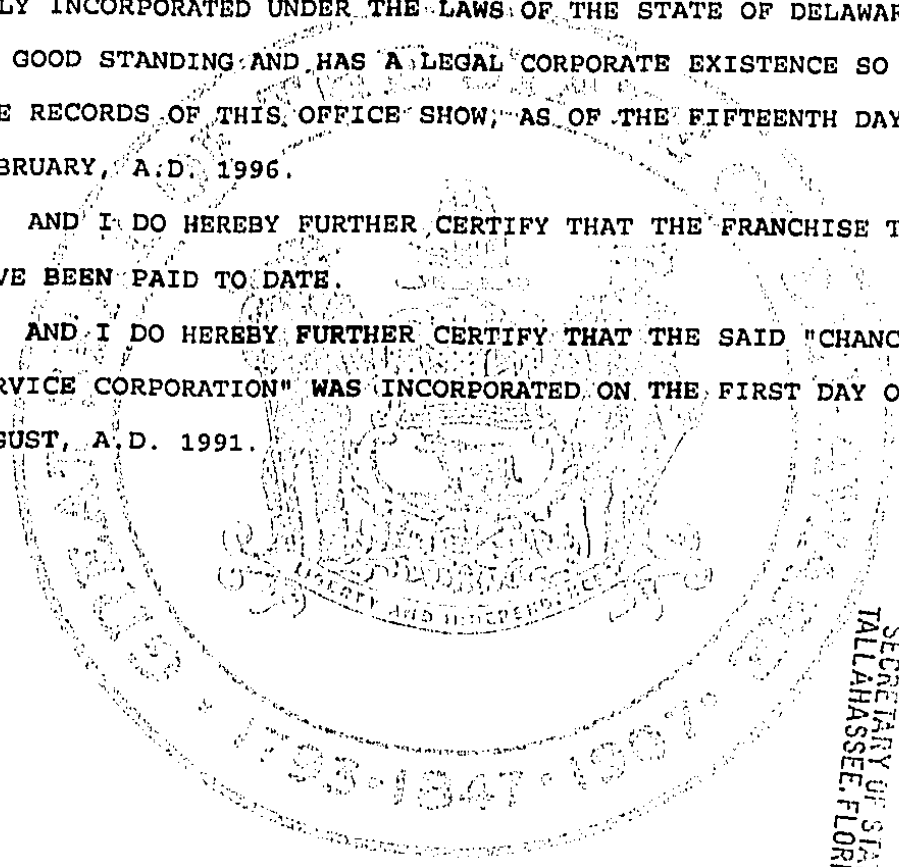
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANCEL SERVICE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHANCEL SERVICE CORPORATION" WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 1991.



FILED
96 FEB 19 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2269941 8300

960044904

AUTHENTICATION: 7829358

DATE: 02-15-96