

F980000000425

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: USFS Hawthorn, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brian D. Bodker

(Name of Person)

Bodker, Ramsey & Andrews, P.C.

(Firm/Company)

1800 Peachtree St., N.W., Suite 615

(Address)

Atlanta, Georgia 30309-2507

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Brian D. Bodker

(Name of Person)

at (404) 351-1615

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

BODKER, RAMSEY & ANDREWS

A PROFESSIONAL CORPORATION
ATTORNEYS & COUNSELORS-AT-LAW

SUITE 615
1800 PEACHTREE STREET, N. W.
ATLANTA, GEORGIA 30309-2507

Facsimile:
(404) 352-1285

Telephone:
(404) 351-1615

January 21, 1998

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: USFS Hawthorn, Inc.
State Qualification
Our File No. 3800.74

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Dear Sir/Madam:

Enclosed please find the following documents in connection with the above-referenced matter:


- (1) Transmittal Letter (original);
- (2) Application by Foreign Corporation for Authorization to Transact Business in Florida (original);
- (3) Certificate of Existence (original); and
- (4) Check in the amount of \$70 to cover the filing fee.

Please process the above documents and return the acknowledgement of filing to the undersigned at the above address.

Do not hesitate to contact this office if you have any questions or comments.

Very truly yours,

BODKER, RAMSEY & ANDREWS
A Professional Corporation



Alison C. Cerul
Paralegal to Brian D. Bodker

/acc
enclosures
cc: Brian D. Bodker

fl-ltr.uhi/4582

**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. USFS Hawthorn, Inc.
(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. 58-2361501
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/26/97 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. 13 Corporate Square, Suite 250
Atlanta, Georgia 30329
(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.


ALLAN FARNELL, ASSISTANT SECRETARY
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Neal K. Aronson

Address: 13 Corporate Square, Suite 250

Atlanta, Georgia 30329

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Neal K. Aronson

Address: 13 Corporate Square, Suite 250

Atlanta, Georgia 30329

Vice President: _____

Address: _____

Secretary: Dalia Latay


Address: 13 Corporate Square, Suite 250

Atlanta, Georgia 30329

Treasurer: _____

Address: _____

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

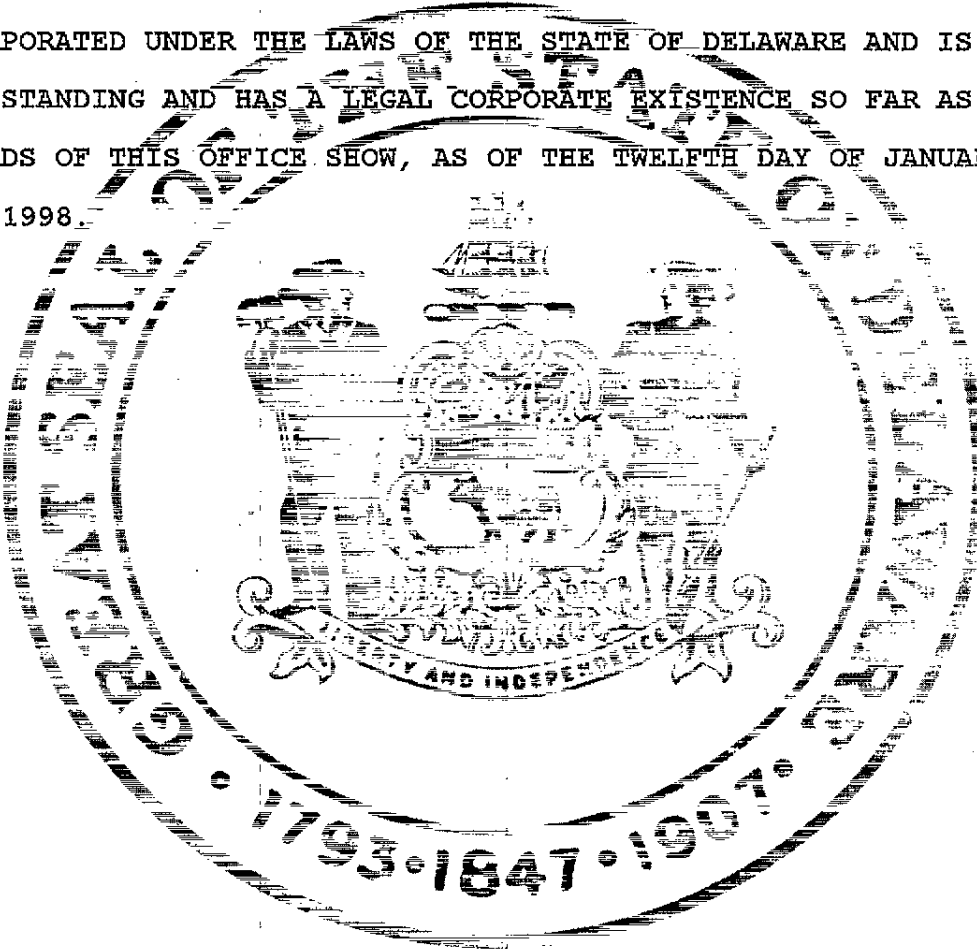
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Neal K. Aronson, President
(Typed or printed name and capacity of person signing application)

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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 "USFS HAWTHORN, INC." 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 TWELFTH DAY OF JANUARY, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8861405

DATE: 01-12-98