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HOLIDAY  
HOSPITALITY.

7/29, 1998



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

500002603975--5  
-07/31/98--01050--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-17685



Re: Bass Resources, Inc.



Dear Madam or Sir:

Please find enclosed for filing with your office the following documents:



1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Good Standing Certificate for Bass Resources, Inc. issued by the Delaware Secretary of State's office; and
4. Check for \$70.00 for filing fee.



Please return evidence of the filing to my attention at the address below.

Thank you for your assistance.

Sincerely,

*Wyn G. Sims*  
Wyn G. Sims  
Paralegal

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*mtm*  
8/12

/wgs  
Enclosures



**TRANSMITTAL LETTER**

To: **Qualification/Tax Lien Section  
Division of Corporations**

SUBJECT: Bass Resources, 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:

Wynn Sims  
(Name of Person)  
Bass Hotels & Resorts  
(Firm/Company)  
Three Ravinia Dr., Suite 2900  
(Address)  
Atlanta, GA 30346  
(City/State/Zip)

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

Wynn Sims at ( 770 ) 604-8573  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET 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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 4, 1998

WYNN SIMS  
BASS HOTELS & RESORTS  
THREE RAVINIA DR., STE 2900  
ATLANTA, GA 30346

SUBJECT: BASS RESOURCES, INC.  
Ref. Number: W98000017685

We have received your document for BASS RESOURCES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 298A00040782

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DIVISION OF CORPORATIONS

**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. Bass Resources, 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. 58-2398188  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 11, 1998 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. Three Ravinia Dr., Suite 2900  
Atlanta, GA 30346  
(Current mailing address)

8. Hotel development and operations  
(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.*

Mary R. Adams  
(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: Thomas R. Oliver

Address: Three Ravinia Dr., Suite 2900  
Atlanta, GA 30346

Vice Chairman:

Address:

Director: Andrew Macfarlane

Address: Three Ravinia Dr., Suite 2900  
Atlanta, GA 30346

Director: Craig H. Hunt

Address: Three Ravinia Dr., Suite 2900  
Atlanta, GA 30346

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

President: See attached list of officers.

Address:

Vice President:

Address:

Secretary:

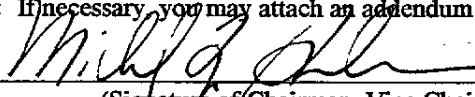
Address:

Treasurer:

Address:

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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. Michael L. Goodson, Vice President  
(Typed or printed name and capacity of person signing application)

**Bass Resources, Inc.**

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OFFICERS:

Lucinda J. Durning	Executive Vice President, Human Resources
Robert D. Hill	Executive Vice President, General Counsel and Secretary
James F. Anhut	Vice President
Thomas Arasi	President - Crowne Plaza Hotels & Resorts Division
Chris J. Ballard	Vice President and Controller
Thomas H. Brettschneider	Vice President
Robert J. Chitty	Vice President - Tax and Treasury and Treasurer
Michael L. Goodson	Vice President - Corporate Finance
Craig H. Hunt	President - Holiday Inn Hotels & Suites Division
James L. Kacena	Assistant Secretary
W. Douglas Lewis	Executive Vice President and Chief Information Officer
Andrew Macfarlane	Executive Vice President & Chief Financial Officer
Thomas R. Oliver	Chairman, CEO & President
Steven W. Smith	Assistant Secretary
John T. Sweetwood	President - Holiday Inn Express Division

All having a principal business address located at:

Three Ravinia Drive  
Suite 2900  
Atlanta, Georgia 30346

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*State of Delaware*  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BASS RESOURCES, 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 NINTH DAY OF JULY, A.D. 1998.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State  
9187843

AUTHENTICATION: 07-09-98

DATE:

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