



THE UNITED STATES
CORPORATION
COMPANY

F980000006995

ACCOUNT NO. : 072100000032

REFERENCE : 070931 4816118

AUTHORIZATION :

COST LIMIT : \$ 78. *Patricia Pizant*

ORDER DATE : December 17, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 070931-035

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CUSTOMER NO: 4816118

CUSTOMER: Cristi A. Dakeman, Legal Asst
Hogan & Hartson L.L.P.
555 13th Street Nw

Washington, DC 20004-1109

W98-28522

FOREIGN FILINGS

NAME: HMC MERGER CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

12/24
FILED
98 DEC 21 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1998

CSC
ATTN: TAMARA ODOM

SUBJECT: HMC MERGER CORP.
Ref. Number: W98000028522

RESUBMIT

Please give original
submission date as file date.

*Please date 12-21-98
Please issue good
standing. Thanks.*

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The mentioned attachment listing officers and directors was not included.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 898A00059933

**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. HMC MERGER 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. Maryland

(State or country under the law of which it is incorporated)

3. Applied For

(FBI number, if applicable)

4. September 28, 1998

(Date of Incorporation)

5. perpetual

(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. 10400 Fernwood Road

Bethesda, Maryland 20817

(Current mailing address)

8. 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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

By: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, As Its Agent

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.

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: See attached

Address: _____

Vice Chairman: See attached

Address: _____

Director: See attached

Address: _____

Director: See attached

Address: _____

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

President: See attached

Address: _____

Vice President: See attached

Address: _____

Secretary: See attached

Address: _____

Treasurer: See attached

Address: _____

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

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

14. Robert E. Parsons, Jr., Pres.
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

ATTACHMENT TO APPLICATION OF AUTHORITY

OFFICERS AND DIRECTORS
OF
HMC MERGER CORPORATION

Officers:

<u>Name</u>	<u>Title</u>
Robert E. Parsons, Jr. 10400 Fernwood Road Bethesda, Maryland 20817	President
Christopher G. Townsend 10400 Fernwood Road Bethesda, Maryland 20817	Vice President and Secretary
Donald D. Olinger 10400 Fernwood Road Bethesda, Maryland 20817	Vice President and Treasurer

Board of Directors:

Robert E. Parsons, Jr.
10400 Fernwood Road
Bethesda, Maryland 20817

Christopher G. Townsend
10400 Fernwood Road
Bethesda, Maryland 20817

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Purpose of HMC Merger Corporation in this State is:

To directly or indirectly engage in acts or activities associated with the hospitality and lodging industries, including but not limited to the direct or indirect ownership and/or leasing of lodging facilities and related businesses, and to engage in any other lawful act or activity permitted under the laws of this State.

STATE OF MARYLAND

688372

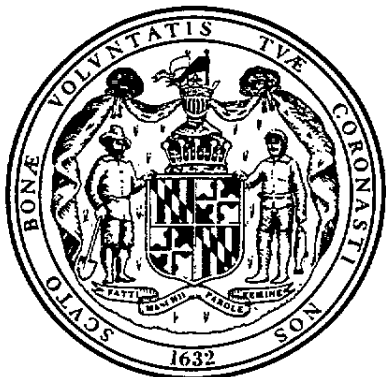
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HMC MERGER CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 15TH DAY OF DECEMBER, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION