



THE UNITED STATES
CORPORATION
COMPANY

M99000000/207

ACCOUNT NO. : 072100000032

REFERENCE : 310338 4380061

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Piguet

ORDER DATE : July 16, 1999

ORDER TIME : 4:22 PM

ORDER NO. : 310338-045

CUSTOMER NO: 4380061

400002948454--6

CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Road
Dept. 52,862
Bethesda, MD 20817

FOREIGN FILINGS

NAME: THE RITZ-CARLTON TRAVEL
COMPANY, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

6-3-99

FILED
99 AUG -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG -3 AM 8:57
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. THE RITZ-CARLTON TRAVEL COMPANY, DEL. CORP.
(Name of foreign limited liability company)
2. DELAWARE 3. 52-2171053
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 5/5/1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. DEPT. 52.924.13, 10400 FERNWOOD ROAD, BETHESDA, MD 20817
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
THE RITZ-CARLTON DEVELOPMENT COMPANY, INC.	MANAGING MEMBER		
10400 FERNWOOD ROAD			
BETHESDA, MD 20817			

FILED
99 AUG -3 PM 12:46
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- THE RITZ-CARLTON TRAVEL COMPANY, L.L.C.

- [illegible]

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:

Gloria M. Barry
(Signature)
a M. Barry, (Asst. Secy.)

(Gloria M. Barry, ^(Signature) Asst. Secy.)

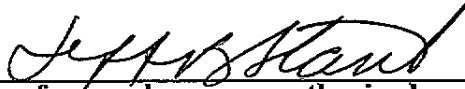
Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 AUG -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
THE RITZ-CARLTON TRAVEL COMPANY, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ -0-.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

JEFF B. STANT

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 AUG -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE RITZ-CARLTON TRAVEL COMPANY, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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991293554

9869931

07-16-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: