



CENDANT

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Legal Department

00789-00647-00671

March 28, 2000

VIA OVERNIGHT MAIL

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-03/30/00--01118--003
*****70.00 *****70.00

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

W-8779

Re: **Application by Foreign Corporation for Authorization to Transact Business
Wingate Inns International, Inc.**

Dear Sir or Madam:

I have enclosed for filing one original and one duplicate copy of the Application for Authority for the above referenced company together with a Good Standing Certificate and check in the amount of \$70.00.

Evidence of filing should be sent to my attention. Should you have any questions, please call me at (973) 496-5036. Thank you.

Sincerely,

Robin R. Kline

Robin R. Kline
Senior Paralegal, Corporate

Enclosure

00 APR 17 AM 10:43
DIVISION OF CORPORATIONS
FLORIDA DEPT. OF STATE
MJH





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2000

ROBIN R. KLINE
6 SYLVAN WAY
PARSIPPANY, NJ 07054

SUBJECT: WINGATE INNS INTERNATIONAL, INC.
Ref. Number: W00000008779

*Returning with
Certificate of
Existence.*

We have received your document for WINGATE INNS INTERNATIONAL, 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):

✓ | A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00018090

**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. Wingate Inns International, 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. 22-3360267
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 27, 1995 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. 6 Sylvan Way, Parsippany, New Jersey 07054

(Current mailing address)

8. franchisor of the Wingate Inns International, Inc. lodging system.
(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)

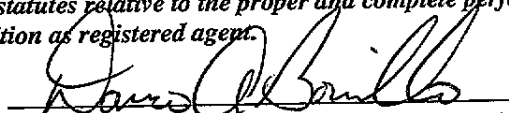
Name: C T Corporation System

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.


(Registered agent's signature)

DOMENIC A. BORRIELLO
Assistant Vice 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.

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

00 APR 17 AM 10:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Directors, Officers Report

Wingate Inns International, Inc.

DIRECTORS

Stephen P. Holmes Director
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

James E. Buckman Director
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Eric E. Pfeffer Director
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

OFFICERS

John Paul Nichols President
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

David M. Johnson Executive Vice President, Finance
Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

James E. Buckman Senior Executive Vice President and General Counsel
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Thomas Bernardo Executive Vice President Franchise Sales and Development
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Joel R. Buckberg Senior Vice President, Legal and Assistant Secretary
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Terry E. Kridler Senior Vice President and Treasurer
Primary Address: 307 International Circle
Hunt Valley, MD 21030

Richard V. Leutwyler Senior Vice President, Reservations
Primary Address: 707 Summer Street
Stamford, CT 06901

Jeanne M. Murphy Senior Vice President and Secretary
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Vincent Ventura Vice President, Tax
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

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. Jeanne M. Murphy, Secretary

(Typed or printed name and capacity of person signing application)

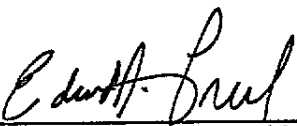
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINGATE INNS INTERNATIONAL, 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 APRIL, A.D. 2000.

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




Edward J. Freel, Secretary of State

2479186 8300

001185609

AUTHENTICATION: 0374581

DATE: 04-12-00