



THE UNITED STATES
CORPORATION
COMPANY

F00000001999

ACCOUNT NO. : 072100000032

REFERENCE : 651380 . 4324331

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 5, 2000

ORDER TIME : 12:14 PM

ORDER NO. : 651380-020

300003201569--6

CUSTOMER NO: 4324331

CUSTOMER: Ms. Marion Turek
Prime Hospitality Corp.
700 Route 46 East
Po Box 2700
Fairfield, NJ 07004

FOREIGN FILINGS

NAME: GLEN ROCK HOLDING CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
00 APR 10 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 4:06

139
4/10/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 4: 06

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. Glen Rock Holding Corp.

(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

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

3. 52-2225965

(FEI number, if applicable)

4. 43/10/00

(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. 700 Rt 46 East

Farifield, NJ 07004

(Current mailing address)

8. Hotel/Hospitality

(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: Corporation Service Company

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.

Corporation Service Company

By: Vicki Schreder, Asst. V.P.

(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.

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

SEVEN
DIVISION OF
00 APR 10 PM 4:06
FILED
STATIONERS

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Joseph Bernadino, Senior Vice President, Secretary

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

**OFFICERS AND DIRECTOR OF
GLEN ROCK HOLDING CORP.
700 Route 46 East
Fairfield, NJ 07004**

FILED STATE
SECRETARY OF CORPORATIONS
00 APR 10 PM 4:06

DIRECTOR

A. F. Petrocelli

OFFICERS

Douglas Vicari

President

Richard Szymanski

Vice President, Treasurer, and Asst. Secretary

Joseph Bernadino

Vice President, Secretary

(business address for all) 700 Rt. 46E., Fairfield, NJ 07004

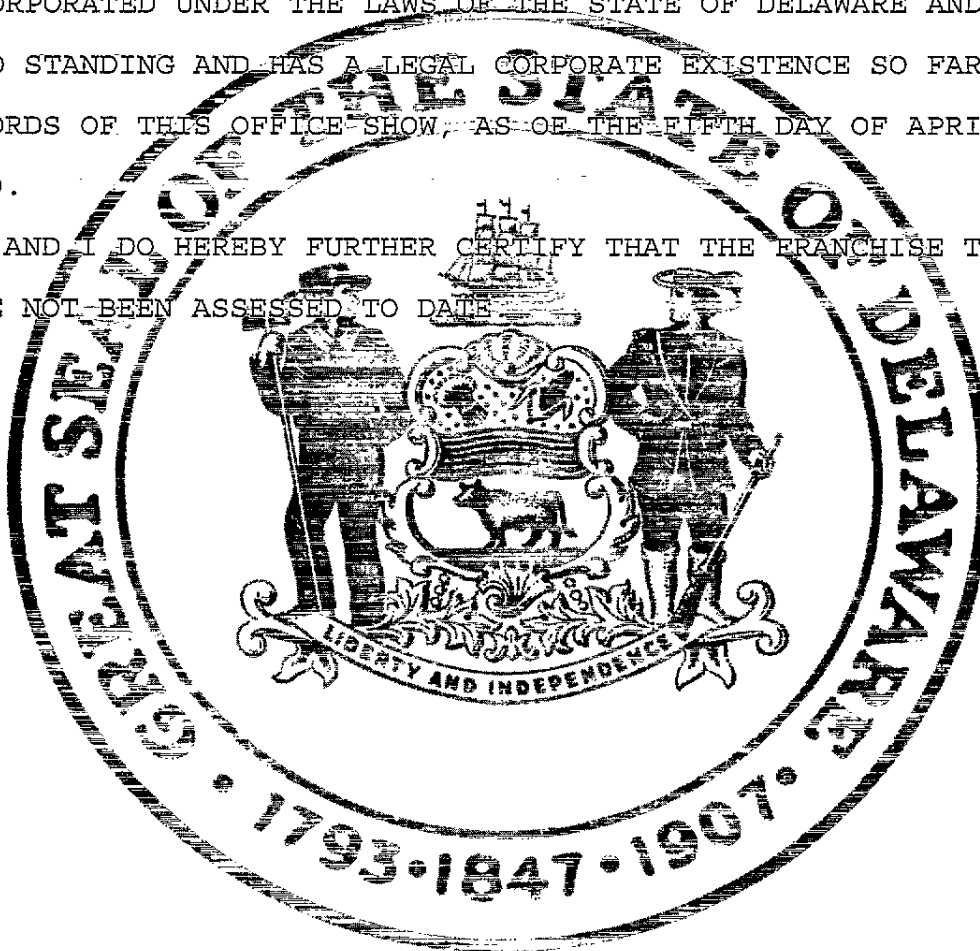
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLEN ROCK HOLDING CORP." 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 FIFTH DAY OF APRIL, A.D. 2000.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 4:06



Edward J. Freel

Edward J. Freel, Secretary of State

3192151 8300

AUTHENTICATION:

0362742

001174094

DATE:

04-05-00