

Document Number Only

F00000003443

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Intrawest Hospitality Management, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

00 JUN 16 PM 3:50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/16/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 16 AM 11:18

RECEIVED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Intrawest Hospitality Management, 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. 84-1496496
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 24, 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. PO Box 3786, 325 Lake Dillon Drive
Dillon, CO 80435
(Current mailing address)
8. Resort Management
(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.

C T Corporation System
Marcia J. Sunahara
(Registered agent's signature) MARCIA J. SUNAHARA

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)

Director: Gary L. Raymond
~~CHAIRMAN~~

Address: Suite 800, 200 Burrard St., Vancouver, BC V6C 3L6

Director: David M. Hartvigsen
~~VICE CHAIRMAN~~

Address: 221 Corporate Circle, Suite Q, Golden, CO 80401

Director: Stephen K. Rice

Address: 1 Snowshoe Drive, Snowshoe, WV 26209

Director:

Address:

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

President: Gary L. Raymond

Address: Suite 800, 200 Burrard St., Vancouver, BC V6C 3L6

Vice President: Hugh R. Smythe

Address: Suite 800, 200 Burrard St., Vancouver, BC V6C 3L6

Secretary: Ross J. Meacher

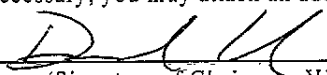
Address: Suite 800, 200 Burrard St., Vancouver, BC V6C 3L6

Asst. Secretary:

~~Treasurer~~: David D. Kleinkopf

Address: 1050 17th Street, Suite 1500, Denver, CO 80265

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. David D. Kleinkopf, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Additional Officers:

Vice Pres	John E. Currie
Vice Pres	David M. Hartvigsen
Vice Pres	Jeff J. Stipec

Suite 800, 200 Burrard St., Vancouver, BC V6C 3L6
221 Corporate Circle, Suite Q, Golden, CO 80401
2701 East Camelback Road, #401, Phoenix, AZ 85016

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State of Delaware
Office of the Secretary of State

PAGE 1

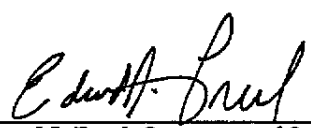
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAWEST HOSPITALITY MANAGEMENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 3:50




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0499853

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DATE: 06-15-00