

FOO000004396

AL-03-00 1848 From: GREENBERG TRAUIG

1-371 P.07 Job-079

Division of Corporations

Marvin A. Kirsner, Esq.
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, FL 33431
(561) 912-3230

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

PLEASE FAX TO BETH GDANSKI IN BOCA OFFICE ASAP (561) 994-8898

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION
TATA ORLANDO GRAND RESORTS GENPAR, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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8-4
8/3/2000

AUG-03-00 16:28 From:GREENBERG TRAUIG

AUG-02-00 10:12 From:GREENBERG TRAUIG

T-371 P.02/06 Job-079
1799 1.11/17 JUN 00

H00000040966 4

TRANSMITTAL LETTER

To: **Qualification/Tax Lien Section
Division of Corporations**

SUBJECT: TATA ORLANDO GRAND RESORTS GENPAR, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Marvin A. Kirsner, Esq.
(Name of Person)

Greenberg Traurig, P.A.
(Firm/Company)

2255 Glades Road, Suite 419A
(Address)

Boca Raton, Florida 33431
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Marvin A. Kirsner, Esq. at (561) 912-3230
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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. TATA ORLANDO GRAND RESORTS GENPAR, 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. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/3/00 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 3, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16500 NW 2nd Avenue
Miami, Florida 33169
(Current mailing address)

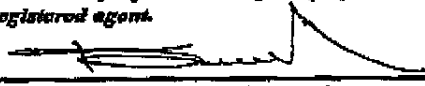
8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Terry Mughar
Office Address: 16500 NW 2nd Avenue
Miami, Florida, 33169
(Zip code)

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00 AUG -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Terry Mughar

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)

AUG-03-00 16:28 From:GREENBERG TRAUIG
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H00000040966 4

T-971 P.04/06 Job-079
17343 P.10/14 NOV 001

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

Director: _____

Address: _____

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

President: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

Vice President: _____

Address: _____

Secretary: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

Treasurer: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

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. Terry Mughar, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TATA ORLANDO GRAND RESORTS GENPAR, INC.
Application by Foreign Corporation for Authorization to Transact
Business In Florida

Item #8. Purpose(s) of corporation authorized in home state or country to be carried out in State of Florida

The Corporation's business and purpose shall consist solely of the following:

- (i) To acquire a general partnership interest in and act as the general partner of TATA ORLANDO GRAND RESORTS NO. 1, L.P. (the "Partnership"), which is the 99% managing member of a Michigan limited liability company known as ORLANDO GRAND RESORTS, L.C., or any successor thereto (the "Company") that owns and maintains a 396 room full service hotel known as Orlando Grand Resorts located in Orange County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Certificate of Limited Partnership; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Delaware as are incidental to the foregoing, including the management of the Property.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "TATA ORLANDO GRAND RESORTS GENPAR, 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 TWENTY-SIXTH DAY OF JULY, A.D. 2000.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3254788 8300

001378567

AUTHENTICATION: 0583900

DATE: 07-26-00

AL-03-00 16 28 From: GREENBERG TRAUERIG 1-377 P.U. Job-079
F00000004396

Division of Corporations
Marvin A. Kirsner, Esq.
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, FL 33431
(561) 912-3230

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1-349 F.11214 JUN 001

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TALLAHASSEE, FLORIDA

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409 E. Gaines St.
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MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

3. _____ applied for
(FEI number, if applicable)

4. 7/3/00
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")


6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16500 NW 2nd Avenue
Miami, Florida 33169
(Current mailing address)

8. See attached
(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: Terry Mughar
Office Address: 16500 NW 2nd Avenue
Miami, Florida, 33169
(Zip code)

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(Registered agent's signature)
Terry Mughar

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)

AUG-03-00 16:28 From:GREENBERG TRAUIG

T-371 P.04/06 Job-079
17343 F.13/14 NEW DEL

AUG-02-00 10:12 From:GREENBERG TRAUIG
H00000040966 4

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

Director: _____

Address: _____

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Miami, Florida 33169

Vice President: _____

Address: _____

Secretary: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

Treasurer: Terry Mughar

Address: 16500 NW 2nd Avenue

Miami, Florida 33169

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- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Delaware as are incidental to the foregoing, including the management of the Property.

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

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AUTHENTICATION: 0583900

DATE: 07-26-00