



THE UNITED STATES
CORPORATION
COMPANY

FO00000006680

ACCOUNT NO. : 072100000032

REFERENCE : 820960 4355067

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
00 DEC -1 AM 9 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 5, 2000

ORDER TIME : 11:23 AM

ORDER NO. : 820960-005

CUSTOMER NO: 4355067

CUSTOMER: Mr. Michael D. Blacher
Marshall Management, Inc.
718 Naylor Mill Road

Salisbury, MD 21801

000003387890--1
-09/11/00--01059--018
*****70.00 *****70.00

000003387890--1
-12/04/00--01004--007
***815.00 ***815.00

Adm - 3,315
FOREIGN FILING

~~Adm - 815~~
~~Adm~~

NAME: MARSHALL MANAGEMENT, INC.

000003387890--1
-12/04/00--01004--006
***2500.00 ***2500.00

XXXX QUALIFICATION (TYPE:)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

16
hmc
12/1

RECEIVED
00 SEP 11 PM 12:21
DIVISION OF CORPORATION



Department of State

Memorandum Office of the General Counsel

FILED
DEC - 1
AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 28, 2000

RE: Marshall Management, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1995 of \$815.00 and foreign non-qualified penalties of \$2500.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty



MARSHALL MANAGEMENT, INC.

Serving the Hotel Industry Since 1980

00 DEC 1 AM 9:56
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Ms Jamela Abaied
CSC-Tallahassee
1201 Hays Street
Tallahassee, FL 32301

November 22, 2000

Dear Jamela,

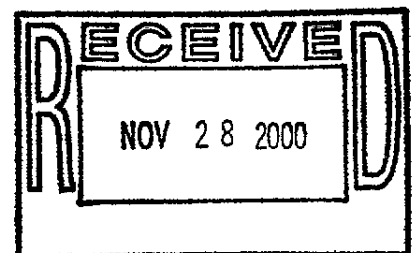
Marshall Management, Inc has decided to accept the offer made by Gerald T. York, Assistant General Council, Florida Department of State in order to get a Certificate of Authority to transact business in Florida.

Per the attached letter the terms of the agreement stipulate that Marshall Management pay the outstanding annual reporting fees of \$815 and penalties of \$2,500. Marshall Management has previously paid the \$815. Enclosed is a check payable to the Florida Department of State for \$2,500. Please forward this to the appropriate person at the Florida Department of State. Additionally please copy Mr. York on any correspondence per his letter. Thanks for your help with this matter.

Sincerely,

Michael D. Blaher

TO: Mr. Gerald T. York, Esq





FILED
00 DEC -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (410) 749-0679

Please deliver the following pages to:

NAME: Mr. Michael D. Blaher

COMPANY: Marshall Management, Inc.

CITY/STATE: Salisbury, Maryland

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 10/19/00 2:47 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is further to our conversation today regarding annual report fees and statutory penalties which would be assessed against Marshall Management, Inc., under section 607.1502(4), Florida Statutes.

An application filed with the Division of Corporations indicates Marshall Management, Inc., has transacted business in Florida since 1995. Accordingly, an amount of \$5815.00 is due, reflecting annual report fees of \$815.00 and statutory penalties of \$5000.00. We would, however, offer to settle the issue of annual report fees and foreign non-qualified penalties from Marshall Management, Inc. ,

for the sum of \$3315.00, reflecting annual report fees from 1995 of \$815.00 and penalties from 1995 of \$2500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until November 31, 2000.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Marshall Management, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at (850) 414-5514 should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
DEC 19 9 56 AM
TALLAHASSEE FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FILED
00 DEC -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (410) 749-0679

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CITY/STATE: Salisbury, Maryland

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SECRET
TALLAHASSEE, FLORIDA
DEC 1 10 29 56
FILED

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: October 18th, 2000
SUBJECT: MARSHALL MANAGEMENT, INC.
REFERENCE: W00000022226

00 DEC -1 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Mr. Blaher's letter of October 5th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

4107490679

Mr. Buck Kohr
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 DEC -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 5, 2000

Re: Marshall Management, Inc

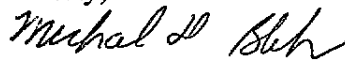
Dears Mr. Kohr,

This letter is in response to your letter dated September 11, 2000, a copy of which is attached, regarding the assessment of penalties for failure to qualify to do business in Florida.

It was through an honest over site that Marshall Management, Inc. failed to register as a foreign corporation in Florida. The Company prides itself on following the rules and regulations of each jurisdiction in which it operates. As an example, the Company has filed Corporate Intangible Personal Property Tax Returns in Florida for every year since 1995.

I have just recently joined the Company and after detecting this error acted quickly to correct it. Marshall Management, Inc. agrees that they should be liable for the \$815 due for the Annual Reports/Uniform Business Reports, but respectfully request that the civil penalties of \$5,000 be abated. Enclosed is a check for \$815. Thank you for your consideration in this matter.

Sincerely,



Michael D. Blaher, C.P.A.
Accounting manager



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

DARLENE WARD
CSC
TALLAHASSEE, FL

SUBJECT: MARSHALL MANAGEMENT, INC.
Ref. Number: W00000022226

FILED
DEC - 1 AM 9:56 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 18 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MARSHALL MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$70.00 payment.

The application indicates that this corporation has been transacting business in Florida since 1995. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5,815.00.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 900A00047948



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 11, 2000

DARLENE WARD
CSC
TALLAHASSEE, FL

SUBJECT: MARSHALL MANAGEMENT, INC.
Ref. Number: W00000022226

FILED
DEC - 1 MW 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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If you have any questions concerning the filing of your document, please call (850) 487-6914.

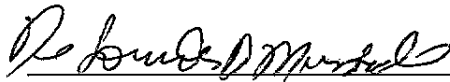
Buck Kohr
Corporate Specialist

Letter Number: 900A00047948

Delourdes B. Marshall, Secretary of Marshall Management, Inc, a corporation duly organized under the laws of the State of Maryland, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 5th day of October, 2000.

“RESOLVED”, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Marshall Hotels, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

“FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.”



Delourdes B. Marshall

Secretary

FILED
DEC - 1 11 08 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: Marshall Management, 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:

Michael D. Blaher

(Name of Person)

Marshall Management, Inc.

(Firm/Company)

718 Naylor Mill Road

(Address)

Salisbury, MD 21801

(City/State/Zip)

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

Michael D. Blaher

(Name of Person)

at (410) 749-8464

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

00 DEC -1 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

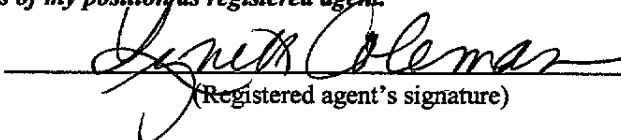
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Marshall 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. Maryland 3. 52-1185803
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/31/80 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1995
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 718 Naylor Mill Road, Salisbury, MD 21801
(Principal office address)
- b. same as 7a
(Current mailing address)
8. Provide management services to the hotel/motel industry.
(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.


(Registered agent's signature) **Lynette Coleman**
as its agent

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles L. Marshall

Address: 718 Naylor Mill Road

Salisbury, MD 21801

Vice Chairman: _____

Address: _____

Director: Delourdes B. Marshall

Address: 718 Naylor Mill Road

Salisbury, MD 21801

Director: Michael P. Marshall

Address: 718 Naylor Mill Road

Salisbury, MD 21801

B. OFFICERS

President: Charles L. Marshall

Address: 718 Naylor Mill Road

Salisbury, MD 21801

Vice President: Michael P. Marshall

Address: 718 Naylor Mill Road

Salisbury, MD 21801

Secretary: Delourdes B. Marshall

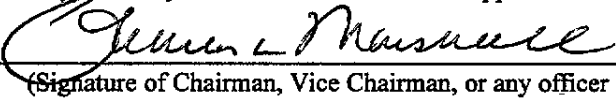
Address: 718 Naylor Mill Road

Salisbury, MD 21801

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. Charles L. Marshall
(Typed or printed name and capacity of person signing application)

FILED
00 DEC -1 PM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
00 DEC - 1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MARSHALL MANAGEMENT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 02, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division

