



THE UNITED STATES
CORPORATION
COMPANY

F010000000335

ACCOUNT NO. : 072100000032

REFERENCE : 963287 5019256

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
01 JAN 19 PM 1:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : January 12, 2001

ORDER TIME : 11:40 AM

ORDER NO. : 963287-005

CUSTOMER NO: 5019256

CUSTOMER: Mary Segulin, Legal Asst
Kohrman Jackson & Krantz
1 Cleveland Center, 20th Floor
1375 East Ninth Street
Cleveland, OH 44114

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-01/19/01--01050--022
*****70.00 *****70.00

FOREIGN FILINGS

NAME: MEI HOTELS INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

RECEIVED
01 JAN 19 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/19

**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. **MEI Hotels Incorporated**

(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. **Ohio**

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

3. **34-1870717**

(FEI number, if applicable)

4. **6-26-98**

(Date of incorporation)

5. **perpetual**

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

6. **upon qualification**

(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. **2350 One Cleveland Center, 1375 East Ninth Street**

(Principal office address)

Cleveland, Ohio 44114

(Current mailing address)

8. **Engaging in any and all lawful acts or activities for which corporations may be formed under Section 1701.01 to Section 1701.98, inclusive, of the Ohio Revised Code.**

(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

(City)

, 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

BRIAN COURTNEY, 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Bert W. Moyar
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bert W. Moyar, Dir./Pres.
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers / Directors Rider

MEI Hotels Incorporated

Directors:

Bert W. Moyar
1375 East Ninth Street, Suite 2350
Cleveland, Ohio 44114

David W. Moyar
1375 East Ninth Street, Suite 2350
Cleveland, Ohio 44114

Marjorie M. Moyar
1375 East Ninth Street, Suite 2350
Cleveland, Ohio 44114

Officers:

President:
Bert W. Moyar
1375 East Ninth Street, Suite 2350
Cleveland, Ohio 44114

Chief Financial Officer, Secretary:
David M. Moyar
1375 East Ninth Street, Suite 2350
Cleveland, Ohio 44114

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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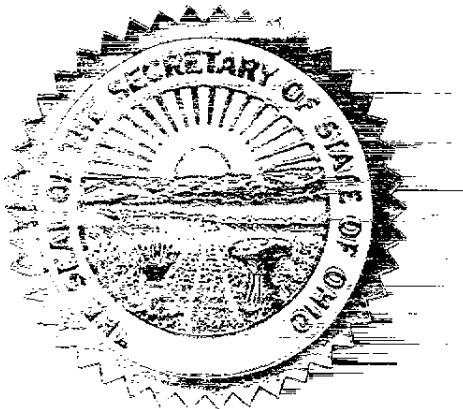
I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MEI HOTELS INCORPORATED, an Ohio corporation, Charter No. 1010593, having its principal location in Cleveland, County of Cuyahoga, was incorporated on June 26, 1998 and is currently in GOOD STANDING upon the records of this office.

FILED
JAN 19 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal at

Columbus, Ohio on

January 10, 2001



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State