

F01000001729



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : *072100000032

REFERENCE : 074213 4307668

AUTHORIZATION :

COST LIMIT : \$ 96.25

FILED
01 MAR 29 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 12, 2001

ORDER TIME : 2:19 PM

ORDER NO. : 074213-015

CUSTOMER NO: 4307668

8000003930288--2

CUSTOMER: Ms. Mathilde Kapuano
Sheppard Mullin Richter &
48th Floor
333 South Hope Street
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: FLORIDA HOTEL ACQUISITION
COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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01 MAR 29 PM 3:11
DIVISION OF CONFIRMATION

3/29

**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. FLORIDA HOTEL ACQUISITION COMPANY

(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. 95-4849448

(FEI number, if applicable)

4. NOVEMBER 6, 2000

(Date of incorporation)

5. PERPETUAL

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

6. February 7, 2001

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

7. 11100 SANTA MONICA BLVD., SUITE 500

LOS ANGELES, CALIFORNIA 90025

(Current mailing address)

8. MANAGING MEMBER OF A LIMITED LIABILITY COMPANY

(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: CSC-The United States Corporation Company

Office Address: 1201 HAYS STREET

Tallahassee, Florida, 32301-2607
(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.

CSC- The United States Corporation Company

Robbie Hall

(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)

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

Chairman: P. JOHN WICKSER

Address: 11100 SANTA MONICA BLVD., SUITE 500
LOS ANGELES, CALIFORNIA 90025

Vice Chairman: _____

Address: _____

Director: ROBERT MCSWEEN

Address: 230 Park Avenue, 14th Floor
New York, NY 10169

Director: BRADLEY J. MUTH

Address: 676 N. Michigan Avenue, Suite 3350
Chicago, IL 60611

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

President: ROBERT D. MCSWEEN

Address: 230 Park Avenue, 14th Floor
New York, NY 10169

Vice President: P. JOHN WICKSER

Address: 11100 SANTA MONICA BLVD., SUITE 500
LOS ANGELES, CALIFORNIA 90025

Secretary: LINDA K. ENSBURY,

Address: 11100 SANTA MONICA BLVD., SUITE 500
LOS ANGELES, CALIFORNIA 90025

Treasurer: YASMIN G. DHARANI

Address: 11100 SANTA MONICA BLVD., SUITE 500
LOS ANGELES, CALIFORNIA 90025 - SEE EXHIBIT A ATTACHED HERETO

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Linda K. Ensbury
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LINDA K. ENSBURY, SECRETARY

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

01 MAR 28 PM 4:11
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TALLAHASSEE, FLORIDA

Exhibit A

**Florida Hotel Acquisition
Application for Authority**

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TALLAHASSEE, FLORIDA

Officers – Continued:

Bradley J. Muth	Executive Vice President and Managing Director
Tom Arnold	Senior Vice President
Eric J. Bergwall	Senior Vice President
David T. Quigley	Senior Vice President
Andrew I. Sands	Senior Vice President
Nicholas D. Tannura	Senior Vice President
Yasmin G. Dharani	Senior Vice President & Chief Financial Officer
Linda K. Ensbury	Senior Vice President, General Counsel & Secretary
Terrence B. Connors	Vice President
Shannon Hill	Vice President
William Karnuk	Vice President
Alex Luce	Vice President
James Maurer	Vice President
Thomas Naughton	Vice President
Karen L. Nickerson	Vice President
Andrew White	Vice President
John Yunker	Vice President
Susan Sidrane	Assistant Secretary

Street address for all officers: 11100 Santa Monica Blvd.
Suite 500
Los Angeles, CA 90025

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA HOTEL ACQUISITION COMPANY" 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 TWELFTH DAY OF MARCH, A.D. 2001.

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
01 MAR 29 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 MAR 29 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1017002

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DATE: 03-12-01