

F01000001796



ACCOUNT NO. : 072100000032
 REFERENCE : 098924 5041389
 AUTHORIZATION : *Patricia Pigato*
 COST LIMIT : \$ 70.00

FILED
 01 APR - 2 PM 9:26
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

ORDER DATE : March 30, 2001

ORDER TIME : 3:46 PM

ORDER NO. : 098924-005

CUSTOMER NO: 5041389

700003944467--7

CUSTOMER: Ms. Leanne Talmage
 Lowe Enterprises, Inc.
 11777 San Vicente Blvd.
 Suite 900
 Los Angeles, CA 90049

FOREIGN FILINGS

9

NAME: DESTINATION HOTELS AND RESORTS, INC.

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2901 APR - 2 PM 4:48
 NOT INTENDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

XXXX QUALIFICATION. (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *3/2 4/3*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, 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. Destination Hotels and Resorts, 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. California 3. 94-4205478
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 24, 1989 5. Perpetual
(Date of incorporation) (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. 11777 San Vicente Blvd., Suite 900, Los Angeles, CA 90049
(Principal office address)

11777 San Vicente Blvd., Suite 900, Los Angeles, CA 90049
(Current mailing address)

8. Hotel 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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
 Lori Castaneda, Asst. VP
(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: _____

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TALLAHASSEE FLORIDA

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. *Leanne Talmage*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Leanne Talmage, Secretary
(Typed or printed name and capacity of person signing application)

DESTINATION HOTELS AND RESORTS, INC.

**Application by Foreign Corporation for
Authorization to Transact Business in Florida**

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12. A. Directors

Robert J. Lowe
Chairman of the Board

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

Peter A. Del Franco
Director

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

John B. Platt III
Director

26 W. Micheltorena St.
Santa Barbara, CA 93101-2527

Brian T. Prinn
Director

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

12. B. Officers

Charles S. Peck
President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

John B. Platt III
Chief Executive Officer

26 W. Micheltorena St.
Santa Barbara, CA 93101-2527

Peter A. Del Franco
Executive Vice President
and Chief Financial Officer

11777 San Vicente Blvd., Suite 900
Los Angeles, CA 90049

Ronald E. Silva
Executive Vice President

140 Pacific Ave
San Francisco, CA 94111

Andrew D. Norris III
Executive Vice President

26 W. Micheltorena St.,
Santa Barbara, CA 93101-2527

John M. DeMarco
Senior Vice President and
Corporate Counsel

11777 San Vicente Blvd., Suite 900
Los Angeles, CA 90049

Dennis J. Fischer
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Michael T. George
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Timothy C. Getz
Senior Vice President

5060 Parkcenter Ave., Suite B
Dublin, OH 43017

B. Thomas Goodwin
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

John S. Hamilton
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Mark F. Hickey
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Robert J. Lowe, Jr.
Senior Vice President

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

Kathleen McIntee
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

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Peter R. O'Keeffe
Senior Vice President

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

James E. Pavisha
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Salve A. Pennya
Senior Vice President and
Assistant Secretary

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

Philip S. Stukin
Senior Vice President

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

William T. Wethe
Senior Vice President

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

Brian J. Windle
Senior Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Andrew J. Blair
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Maureen Callahan
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Molly Campbell
Vice President

610 West End Street
Aspen, CO 81611

Leslie Carlson
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Michael T. Davis
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Allen G. Goodman
Vice President

2401 M Street NW
Washington, DC 20037

Jeffrey Johnson
Vice President

5200 E. Camelback Road
Phoenix, AZ 85018

Shannon M. Knox
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Robert E. Lisle
Vice President

1500 Orange Avenue
Coronado, CA 92118

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FLORIDA

Rodger K. MacDonald
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Vincent J. Mennella
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

David L. Millard
Vice President

1500 Sansome Street, Suite 102
San Francisco, CA 94111

Michael A. Mohler
Vice President

11777 San Vicente Blvd., #900
Los Angeles, Ca 90049

William H. Munson
Vice President

74-0001 Reserve Drive
Indian Wells, CA 92210

Michael T. O'Neil
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

David E. Oswald
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Kirk R. Poe
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

David A. Renker
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Cathy A. Ross
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Michael S. Tande
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

James N. Turner
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Constance Wolff
Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Leanne Talmage
Secretary

11777 San Vicente Blvd., #900
Los Angeles, CA 90049

Wayne Johnson
Assistant Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

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Michael O. Reinardy
Assistant Vice President

140 Pacific Avenue
San Francisco, CA 94111

John S. Spomer
Assistant Vice President

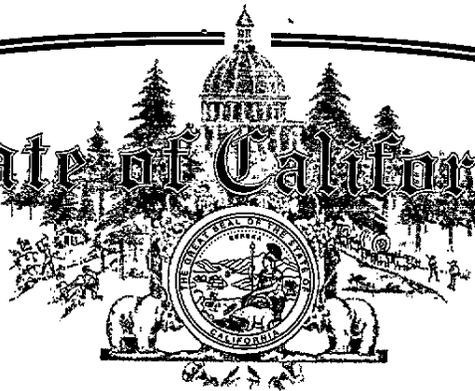
10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

Shirli J. Sensenbrenner
Assistant Vice President

10333 East Dry Creek Road, Suite 450
Englewood, CO 80112

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TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **24th day of February, 1989**, **DESTINATION HOTELS AND RESORTS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

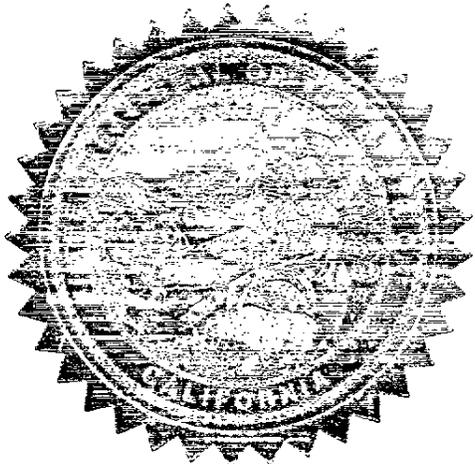
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 29, 2001.



Bill Jones
BILL JONES
Secretary of State

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