



F02000004835

FILED
SEP 20 AM 9:07
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 758124 5164657

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 13, 2002

ORDER TIME : 11:31 AM

ORDER NO. : 758124-005

CUSTOMER NO: 5164657

WZ 4522

CUSTOMER: Ms. Deborah Delcastillo
Ctf Hotels & Resorts
One Alhambra Plaza
Suite 1465
Coral Gables, FL 33134

RECEIVED
02 FEB 14 PM 3:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

CORP FORP

NAME: CTF HOLDINGS, INC.

800004927898--1
-02/15/02--01005--002
*****70.00 *****70.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2002

NORMA HULL
CSC
TALLAHASSEE, FL

SUBJECT: CTF HOLDINGS, INC.
Ref. Number: W02000004522

FILED
02 SEP 20 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CTF HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 102A00009509

COLUMBUS CENTRE
ONE ALHAMBRA PLAZA
SUITE 1465
CORAL GABLES, FL 33134
TELEPHONE 1 (305) 442-2774
FACSIMILE 1 (305) 442-7955

CTF HOTELS & RESORTS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 2002

VIA FEDEX

Buck Kohr
Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: CTF Holdings, Inc.

Dear Buck:

Enclosed please find the documents related to the application for authorization to transact business in the State of Florida. I have also enclosed the executed Resolution of Board of Directors authorizing the use of CTF Holdings (Delaware) Inc. as an alternative name to be used in Florida.

Could you please process this as soon as possible and return confirmation of filing to me at your earliest convenience? We have an impending loan closing and need to have the documentation in place prior to closing.

If you have any questions or need anything further, please do not hesitate to contact me.

Sincerely,



Deborah R. del Castillo
Corporate Legal Assistant

Enclosures

cc: Bradley D. Hornbacher, Esq.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CTF Holdings, 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:

Bradley D. Hornbacher

(Name of Person)

CTF Hotels & Resorts

(Firm/Company)

One Alhambra Plaza, Suite 1465

(Address)

Coral Gables, FL 33134

(City/State and Zip code)

For further information concerning this matter, please call:

Bradley D. Hornbacher

(Name of Person)

at (305) 442-1862

(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

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Bradley D. Hornbacher, do hereby certify
(Name)

that this Resolution of the Board of Directors of CTF Holdings, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

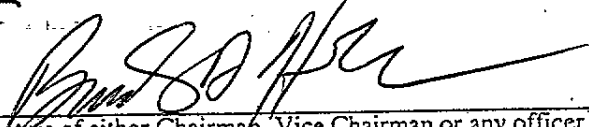
was duly adopted on September 1, 2002

Be it resolved, that CTF Holdings, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

CTF Holdings (Delaware), Inc. for use in Florida.

Dated: September 19, 2002


Signature of either Chairman, Vice Chairman or any officer

Bradley D. Hornbacher

Type or print name

AS VICEPRESIDENT & ASSIST. SECRETARY

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SU-
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLOR.*

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. CTF Holdings, 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. 65-0408243
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 24, 1993 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. 1615 M Street, N.W., Suite 700, Washington, DC 20036
(Principal office address)
1615 M Street, N.W., Suite 700, Washington, DC 20036
(Current mailing address)
Real Estate Holding Company
8. _____
(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

Grant D. Barber
(Registered agent's signature)

Grant D. Barber 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: 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: _____

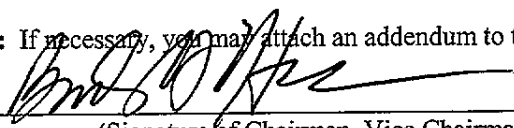
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Bradley D. Hornbacher, Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

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02 SEP 20 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OFFICERS AND DIRECTORS
OF CTF HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors:

Henry Kar Shun Cheng	17 th Floor, New World Tower II No. 16-18, Queens Road Hong Kong
Wilson Kam Biu Cheng	17 th Floor, New World Tower II No. 16-18, Queens Road Hong Kong
William Wai Hoi Doo	17 th Floor, New World Tower II No. 16-18, Queens Road Hong Kong

Officers:

Henry Kar Shun Cheng President	17 th Floor, New World Tower II No. 16-18, Queens Road Hong Kong
William Wai Hoi Doo Vice President	17 th Floor, New World Tower II No. 16-18, Queens Road Hong Kong
K. Daniel Heininger Vice President/Secretary	1615 M Street, N.W., Suite 700 Washington, DC 20036
Patrick M. Gaffney Vice President/Asst. Secty/ Treasurer	1615 M Street, N.W., Suite 700 Washington, DC 20036
Bradley D. Hornbacher Vice President/Asst. Secty	One Alhambra Plaza, Suite 1465 Coral Gables, FL 33134
Peter Voit Vice President/Asst. Secty	Louisenstrasse 21 61348 Bad Homburg, Germany

Delaware

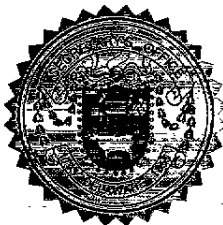
The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CTF HOLDINGS INC." IS DELAY 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2002.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2330144 8300

AUTHENTICATION: 1610631

020094490

DATE: 02-13-02