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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

March 10, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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03 MAR 10 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5803221 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Blue Lagoon, Inc. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**UNANIMOUS CONSENT OF DIRECTORS  
IN LIEU OF SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF  
BLUE LAGOON, INC.**

**January 24, 2002**

The undersigned, being all of the directors of BLUE LAGOON, INC. (the "Corporation"), do hereby waive notice of and holding of, a special meeting of the board of directors of the Corporation, and in lieu thereof, do hereby adopt the following resolutions by execution of this consent pursuant to Section 141(f) of the Delaware General Corporation Law of the State of Delaware, and this consent shall have the same force and effect as a vote by the undersigned at a properly called meeting of the board of directors:

**ADOPTION OF      NAME FOR USE IN FLORIDA**

RESOLVED, that this Corporation adopt, use and qualify under the assumed name of                      in connection with the transaction of its business in the State of Florida; Sofitel Miami, Inc.

RESOLVED FURTHER, that the officers of this Corporation are directed, on behalf of and as the act of this Corporation to execute, acknowledge, and file in the manner required by the Secretary of State of the State of Florida Application for Registration of a Fictitious Name indicating the adoption and use of the assumed name by this Corporation.

IN WITNESS WHEREOF, the undersigned have executed this unanimous written consent of the directors as of the 24<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
GEORGES LE MENER

  
\_\_\_\_\_  
ARMAND E. SEBBAN

  
\_\_\_\_\_  
JEAN-FRANCOIS MALJEAN

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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. BLUE LAGOON, 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. 13-3409478  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 2, 1986 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. 14651 Dallas Parkway, Suite 500, Dallas, TX 75254  
(Principal office address)

Same  
(Current mailing address)

8. Hotel Management & Operations  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324  
(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.*

C T Corporation System

**Maria Ozaeta**  
**Vice President**

By: Maria Ozaeta  
(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.

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03 MAR 10 PM 2:08  
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TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Georges Le Mener

Address: 14651 Dallas Parkway, Suite 500, Dallas, TX 75254

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Armand E. Sebban

Address: 14651 Dallas Parkway, Suite 500, Dallas, TX 75254

Director: Jean-Francois Maljean

Address: 245 Park Avenue, 26th Floor, New York, NY 10167

B. OFFICERS

President: Jean-Francois Maljean

Address: 245 Park Avenue, 26th Floor, New York, NY 10167

Vice President: Exec. VP - Finance & Adm: Olivier Poirot

Address: 14651 Dallas Parkway, Suite 500, Dallas, TX 75254

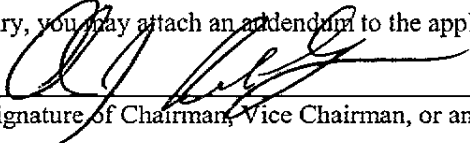
Secretary: Alan J. Rabinowitz

Address: 14651 Dallas Parkway, Suite 500, Dallas, TX 75254

Treasurer: Stephen E. Manthey

Address: 14651 Dallas Parkway, Suite 500, Dallas, TX 75254

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. Alan J. Rabinowitz, Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

# Delaware

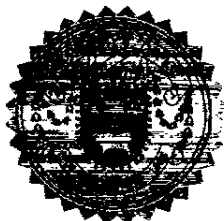
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUE LAGOON, INC." 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 SEVENTH DAY OF MARCH, A.D. 2003.

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.



2092511 8300

030151638

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2294271

DATE: 03-07-03