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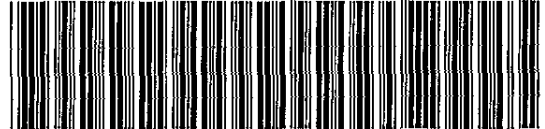
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06/05/03--01001--008 **8.75

RECEIVED
03 APR 28 AM 11:30
DIVISION OF CORPORATIONS

FILED
03 APR 28 PM 1:02
TALLAHASSEE, FLORIDA

BK

303A VUUR25688

CT CORPORATION

April 28, 2003

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

FILED
03 APR 28 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5837966 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

KSL Resorts Hospitality Corporation (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

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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

**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

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TALLAHASSEE, FLORIDA

1. KSL Resorts Hospitality Corporation

(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. In process

(FEI number, if applicable)

4. 04/25/2003

(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. 50-905 Avenida Bermudas, La Quinta, CA 92253

(Principal office address)

same

(Current mailing address)

8. Hotel and Resorts 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: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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

By: Connie Bryan

(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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Kimberly F. Lynch

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

14. Kimberly F. Lynch, Asst. Secretary

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

FILED
03 APR 28 PM 4:02
TALLAHASSEE, FLORIDA

KSL RESORTS HOSPITALITY CORPORATION
CORPORATE OFFICERS

TITLE	NAME	ADDRESS	TELEPHONE
President & Director	Michael S. Shannon	50-905 Avenida Bermudas. La Quinta, CA 92253	(760) 564-8000
Executive Vice President & Director	Larry E. Lichliter	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
VP, CFO & Treasurer	Eric C. Resnick.	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
VP, General Counsel & Secretary	Nola S. Dyal	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
Vice President	Scott M. Dalecio	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
Vice President	Michael R. Donahue	50-905 Avenida Bermudas La Quinta, Ca 92253	(760) 564-8000
Vice President	Michael E. Erickson	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
Vice President	Arthur L. Berg	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
Controller	Samuel J. Barton	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000
Assistant Secretary	Kimberly F. Lynch	50-905 Avenida Bermudas La Quinta, CA 92253	(760) 564-8000

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SECRETARY OF STATE

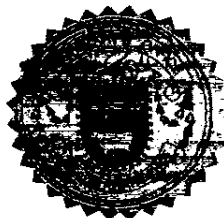
Delaware

The First State

PAGE 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KSL RESORTS HOSPITALITY CORPORATION" 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2003.



3651437 8300

030270453

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2384760

DATE: 04-25-03