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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 243875 4327389

AUTHORIZATION : *Patricia Pizulo*

COST LIMIT : \$ 78.75

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TALBOTT, FLORIDA

ORDER DATE : September 16, 2003

ORDER TIME : 10:23 AM

ORDER NO. : 243875-005

CUSTOMER NO: 4327389

CUSTOMER: Ms. Shirley Jantz  
Isaacson, Rosenbaum, Woods &  
Suite 2200  
633 17th Street  
Denver, CO 80202

FOREIGN FILINGS

NAME: MG-FS OPERATING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
XX \_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: \_\_\_\_\_

**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. MG-FS Operating, 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. Colorado 3. 20-0219793  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 12, 2003 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. 4643 South Ulster Street, Suite 1500, Denver, CO 80237  
(Principal office address)
- 4643 South Ulster Street, Suite 1500, Denver, CO 80237  
(Current mailing address)
8. Hotel 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: 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

By: [Signature]  
(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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FEDERAL RESERVE BANK

**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. BY: John G. Spiegleman, Vice President/Secretary  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John G. Spiegleman, Vice President/Secretary  
(Typed or printed name and capacity of person signing application)

**MG-FS OPERATING, INC.**  
**(a Colorado corporation)**

**ADDENDUM**

**DIRECTORS:**

Name

Address

James H. Miller

4643 South Ulster, Suite 1500  
Denver, CO 80237

David T. Johnstone

4643 South Ulster, Suite 1500  
Denver, CO 80237

John G. Spiegleman

4643 South Ulster, Suite 1500  
Denver, CO 80237

**OFFICERS:**

Name

Title

Address

James H. Miller

President

4643 South Ulster, Suite 1500  
Denver, CO 80237

Donald E. Spiegleman

Vice President

4643 South Ulster, Suite 1500  
Denver, CO 80237

David T. Johnstone

Vice President/Treasurer

4643 South Ulster, Suite 1500  
Denver, CO 80237

John G. Spiegleman

Vice President/Secretary

4643 South Ulster, Suite 1500  
Denver, CO 80237



# STATE OF COLORADO

## DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,  
hereby certify that, according to the records of this office,

MG-FS OPERATING, INC.  
(Colorado CORPORATION )  
File # 20031294767

was filed in this office on September 12, 2003 and has complied with the applicable provisions  
of the laws of the State of Colorado and on this date is in good standing and authorized and  
competent to transact business or to conduct its affairs within this state.

Dated: September 12, 2003

**For Validation:**

Certificate ID: **704787**

To validate this certificate, visit the following  
web site, enter this certificate ID, then follow the  
instructions displayed.

[www.sos.state.co.us/ValidateCertificate](http://www.sos.state.co.us/ValidateCertificate)

  
SECRETARY OF STATE

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COLORADO