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Division of Corporations

CT CORPORATION

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F04000004447

Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

MOA Ft. Walton Corp.

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**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. MOA Ft. Walton Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 51-0516272

(FBI number, if applicable)

4. July 29, 2004

(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 817.153, F.S.)

7. 701 Lee Street, Suite 1000 Des Plaines, IL 60016

(Principal office address)

701 Lee Street, Suite 1000 Des Plaines, IL 60016

(Current mailing address)

8. To own and operate motel property located in Ft. Walton Beach, Florida

(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

(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: Carmen Aguirre

(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. DIRECTORSChairman: Please see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Please 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. 

(Signature of Director or Officer listed in number 12 of the application)

14. Kurt M. Mueller, President and CFO

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

OFFICER'S AND DIRECTORS**OFFICERS:****Name:****Title:**

Kurt M. Mueller	President and CFO - 701 Lee St., Des Plaines, IL, 60016
Lawrence Lopater	Vice President - same as above
Blane P. Evans	Secretary & Treasurer - same as above
Judith Bory	Assistant Secretary - 156 W 56th St., New York, NY 10019
Andrea Duncliffe	Assistant Secretary - 50 Rockefeller Plaza New York, NY 10020

DIRECTORS:

Kurt M. Mueller	- 701 Lee Street, Des Plaines, IL 60016
Blane P. Evans	- same as above
Maureen Ranta	- same as above

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Delaware

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The First State

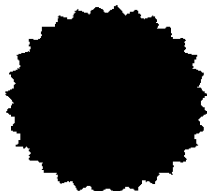
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOA FT. WALTON CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
DELAWARE
AUG 03 2004

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3272053

DATE: 08-03-04