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SECRETARY OF STATES

The Law Firm Of .



Vickie Hill, Paralegal vhill@stklaw.com Direct Dial (816) 218-1241 Fax (816) 374-0509

March 15, 2005

#### VIA FEDERAL EXPRESS

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32314

RE: Sunway Hotel Management, Inc.

Dear Sir/Madam:

I am enclosing the following documentation to be filed in order to transact business in Florida regarding the above Corporation:

- 1. Transmittal Letter;
- 2. Application By Foreign Corporation for Authorization to Transact Business in Florida;
- 3. Certificate of Good Standing (Existence) issued by the State of Kansas;
- 4. Acceptance of Appointment (Designation of Registered Agent);
- 5. Firm check in the amount of \$87.50 payable to Florida Department of State covering the filing fee, certificate of status and certified copy; and
- 6. Pre-addressed federal express envelope for your ease in returning the file-stamped documents to me.

Florida Secretary of State March 15, 2005 Page 2

Thank you for your assistance in this matter and if you have any questions, please feel free to contact me at 816/218-1241.

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Enclosures

cc: Linda Smith

Michael Shteamer, Esq.

### TRANSMITTAL LETTER

Division of Corporations	
SUBJECT: Sunway Hotel Management, Inc.	
(Name of corporation - must include suffix)	
Dear Sir or Madam:	
The enclosed "Application by Foreign Corporation for Authorization to Transact Busines "Certificate of Existence," and check are submitted to register the above referenced foreign transact business in Florida.	
Please return all correspondence concerning this matter to the following:	
Vickie Hill	
(Name of Person)	=
Shughart Thomson & Kilroy, P.C.	ZEO ZEO
(Firm/Company)	
120 West 12th Street, Suite 1700	
(Address)	THE STATE OF THE S
Kansas City, Missouri 64105	ES D
(City/State and Zip code)	STON O
For further information concerning this matter, please call:	
Vickie Hill at ( 816 ) 218-1241	
(Name of Person) (Area Code & Daytime Telephone Numb	er)
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399  MAILING ADDRESS: Registration Section Division of Corporations Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	
Enclosed is a check for the following amount:	
Certificate of Status Certified Copy Cert	50 Filing Fee, tificate of Status & tified Copy

# 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. Sunway Hotel Management, Inc.
(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. Kansas 3. 43-1326980 (State or country under the law of which it is incorporated) (FEI number, if applicable)
2. Kansas 3. 43-1326930 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. <u>July 18, 1995</u> 5. <u>Perpetual</u>
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 10985 Cody, Suite 220, Overland Park, Kansas 66210
(Principal office address)
10985 Cody, Suite 220, Overland Park, Kansas 66210
(Current mailing address) グガー デ
R. Hotel 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 NOT acceptable)
Name: C T Corporation
Office Address: 1200 S. Pine Island Road
Plantation . Florida 33324
Plantation , Florida 33324 (City) (Zip code)
0. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place
lesignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I Turther agree to comply with the provisions of all statutes relative to the proper and complete performance of my dutic
and I am familiar with and accept the obligations of my position as registered agent.
Con official
See attached (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

Co-Chairman: <u>Donald E. Culbertson</u>	
Address: 10985 Cody, Suite 220	
Overland Park, Kansas 66210	
Co-West Chairman: Karen Kindred	
Address: 10985 Cody, Suite 220	
Overland Park, Kansas 66210	
Director:	
Address:	-
Director:	
Address:	<u> </u>
	The state of the s
B. OFFICERS	ZIIO5 +
President: Donald E. Culbertson	
Address: 10985 Cody, Suite 220	SSEE 19
Overland Park, Kansas 66210	-1
	DE C
Vice President:	•
Address:	
Secretary: Karen J. Thomas	
Address: 10985 Cody, Suite 220, Overland Park, Kansas 66210	
Treasurer:	
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additional offi	icers and/or directors.
13.	
(Signature of Director or Officer listed in number 12 of the application	on)
14. <u>Donald E. Culbertson</u> (Typed or printed name and capacity of person signing application	

# ACCEPTANCE OF APPOINTMENT

RE: Sunway Hotel Management, Inc.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 23, 2005

C T CORRORATION SYSTEM

By Jonathan L. Miles,

Assistant Secretary

# STATE OF KANSAS

OFFICE OF SECRETARY OF STATE RON THORNBURGH



## To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute\_this certificate.

I FURTHER CERTIFY THAT

SUNWAY HOTEL MANAGEMENT, INC.

is a regularly and properly organized corporation under the laws of the state of MISSOURI having been authorized in Kansas on the 18th day of July, A.D. 1995 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.



In testimony whereof: I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this 22nd day of February, A.D. 2005

> RON THORNBURGH SECRETARY OF STATE