

F05000001720

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

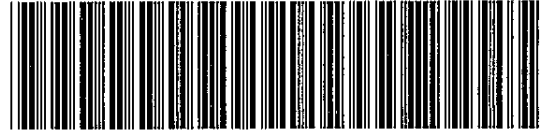
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 265695 4300043
AUTHORIZATION :
COST LIMIT : \$ 78.75

FILED
05 MAR 18 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 18, 2005
ORDER TIME : 10:06 AM
ORDER NO. : 265695-005
CUSTOMER NO: 4300043
CUSTOMER: Ms. Sheila M. Kaupas
Proskauer Rose LLP
1585 Broadway
New York, NY 10036-8299

FOREIGN FILINGS

NAME: MERIDIEN HOTELS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT#

EXAMINER: _____

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SECRETARY OF STATE
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. Meridien Hotels, 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. New York

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

3. 13-2769974

(FEI number, if applicable)

4. January 2, 1974

(Date of incorporation)

5. perpetual

(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. c/o Le Meridien Hotels 521 North Rush Street Chicago Illinois 60611

(Principal office address)

c/o Le Meridien Hotels 521 North Rush Street Chicago Illinois 60611

(Current mailing address)

8. Hospitality

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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: 

(Registered agent's signature)

Brian Courtney
Asst. V. Pres.

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: Iain Ferguson

Address: Le Meridien Citypoint 1 Ropemaker St. London England EC2Y 9HT

Vice Chairman: none

Address: _____

Director: Robert Earl Riley

Address: Le Meridien Citypoint 1 Ropemaker St. London England EC2Y 9HT

Director: Karyn A. Gutierrez

Address: 200 Hawks Hill Rd. New Canaan CT 06840

B. OFFICERS

President: Iain Ferguson

Address: Le Meridien Citypoint 1 Ropemaker St. London England EC2Y 9HT

Vice President: Thomas Henbest

Address: 1972 Circle Park Lane Encinitas CA 92024

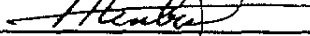
Secretary: Iain Ferguson

Address: Le Meridien Citypoint 1 Ropemaker St. London England EC2Y 9HT

Treasurer: Steve Del Rosario

Address: Le Meridien Hotels 521 North Rush Street Chicago Illinois 60611

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. Thomas Henbest Vice President - Taxation
(Typed or printed name and capacity of person signing application)

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of MERIDIEN HOTELS, INC. was filed on 01/02/1974, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of March
two thousand and five.*

A handwritten signature in black ink, appearing to read "R. A. DeS."

Secretary of State