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Florida Department of State
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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION
CENDANT HOSPITALITY INC.

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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. Cendant Hospitality 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. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 09/28/2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Sylvan Way - Parsippany, NJ 07054
(Principal office address)

c/o Legal Dept. - 1 Campus Drive - Parsippany, NJ 07054
(Current mailing address)

8. Hotel Services
(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, Florida 32301
(City) (Zip code)

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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: Steve Rudnitsky
Address: 1 Sylvan Way, Parsippany, NJ 07054

Vice Chairman: _____
Address: _____

Director: James E. Buckman
Address: 9 West 57th Street, New York, NY 10019

Director: Stephen P. Holmes
Address: 1 Campus Drive, Parsippany, NJ 07054

B. OFFICERS

President: Steve Rudnitsky
Address: 1 Sylvan Way, Parsippany, NJ 07054

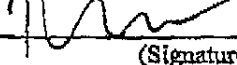
Vice President: Richard S. Meisner
Address: 1 Campus Drive, Parsippany, NJ 07054

Secretary: Eric J. Bock
Address: 9 West 57th Street, New York, NY 10019

Treasurer: David B. Wyshner
Address: 1 Campus Drive, Parsippany, NJ 07054

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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. Richard S. Meisner, SVP and Assistant Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

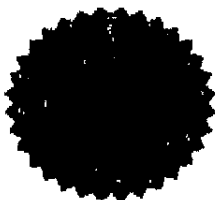
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENDANT HOSPITALITY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENDANT HOSPITALITY, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4203228

DATE: 10-04-05