

F050000 05735

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

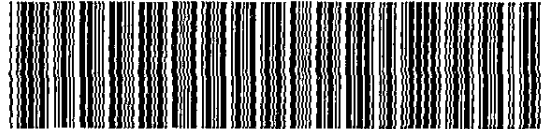
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*BRK*

Office Use Only



100059995441

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 OCT -5 PM 12: 54

FILED

DIVISION OF CORP CREATION

05 OCT -5 AM 11: 09

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 633015 7155110

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \$ 70.00

FILED  
05 OCT -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 2005

ORDER TIME : 9:13 AM

ORDER NO. : 633015-060

CUSTOMER NO: 7155110

FOREIGN FILINGS

NAME: CENDANT HOTEL MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

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.

FILED  
OCT -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Cendant 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. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/13/2005 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 Management 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)

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)

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: Lynn A. Feldman

Address: 1 Campus Drive, Parsippany, NJ 07054

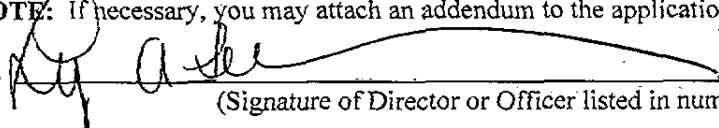
Secretary: Eric J. Bock

Address: 9 West 57th Street, New York, NY 10019

Treasurer: David B. Wyshner

Address: 1 Campus Drive, Parsippany, NJ 07054

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. Lynn A. Feldman, Vice President & Assistant Secretary  
(Typed or printed name and capacity of person signing application)

# Delaware

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENDANT HOTEL MANAGEMENT, 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.

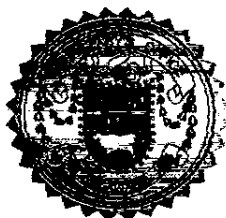
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENDANT HOTEL MANAGEMENT, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4029162 8300

050811582



*Harriet Smith Windsor*  
AUTHENTICATION: 4202671  
Harriet Smith Windsor, Secretary of State

DATE: 10-04-05