

F05000005884

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

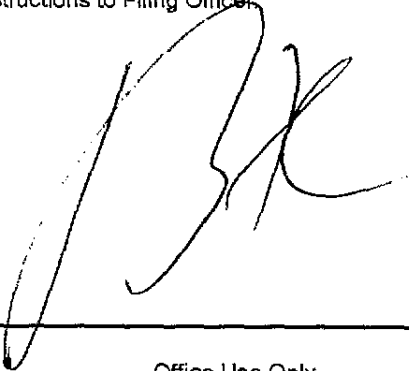
PICK-UP WAIT MAIL

(Business Entity Name)

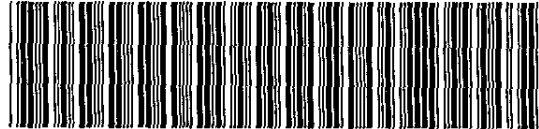
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 642777 7155110

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigato

05 OCT 11 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : October 10, 2005

ORDER TIME : 9:05 AM

ORDER NO. : 642777-035

CUSTOMER NO: 7155110

FOREIGN FILINGS

NAME: HOTELPORT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Troy Todd -- EXT# 2940

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.

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

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

2. Delaware 3. 20-3458272
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/03/2005 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. 7 Sylvan Way, Parsippany New Jersey 07054
(Principal office address)

200 South Wacker Drive, Chicago, IL 60606
(Current mailing address)

8. Travel 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: Carel Doler
(Registered agent's signature) Carel Doler Asst V.P.

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: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Lynn A. Feldman, Vice President and Assistant Secretary

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

Directors / Officers Report

As of 10/7/2005

HotelPORT Inc.

Officers

Samuel L. Katz	Chairman and Chief Executive Officer
Primary Address:	9 West 57th Street 37th Floor New York, NY 10019
David B. Wyshner	Executive Vice President and Treasurer
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Eric J. Bock	Executive Vice President and Secretary
Primary Address:	9 West 57th Street 37th Floor New York, NY 10019
James E. Buckman	Executive Vice President
Primary Address:	9 West 57th Street New York, NY 10019
Anthony E. Hull	Executive Vice President, Finance
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Kenneth Esterow	Senior Vice President and Chief Development Officer
Primary Address:	1 Campus Drive Parsippany, NJ 07054
John S. Kim	Senior Vice President, Legal and General Counsel
Primary Address:	7 Sylvan Way parsippany, Nj 07054
John T. McClain	Senior Vice President
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Richard S. Meisner	Senior Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Rochelle J. Boas	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, New Jersey 07053

Directors / Officers Report

As of 10/7/2005

HotelPORT Inc.

Elizabeth R. Cohen

Vice President and Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Mark E. Costello

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Susan M. Danino

Vice President

Primary Address: 10 Sylvan Way
Parsippany, NJ 07054

Lynn A. Feldman

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Joseph J. Huber

Vice President, Tax

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Kevin Monaco

Vice President and Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Anne Morrison

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

John Transier

Vice President, Finance

Primary Address:

Other

Fred Bean

Vice President, Hotel Account Sales

Primary Address:

Delaware

PAGE 1

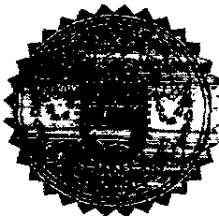
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOTELPORT, 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 TENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOTELPORT, INC." WAS INCORPORATED ON THE THIRD DAY OF AUGUST, 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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4214362

DATE: 10-10-05

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