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M. HODGES

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DIVISION OF CORPORATIONS

F05-6030

FOREIGN PROFIT QUALIFICATION

DEERFIELD BEACH HOTEL HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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. Deerfield Beach Hotel Holdings, 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. DE 3. 20-3604834
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/5/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 10770 Columbia Pike, Suite 200, Silver Spring, MD
(Principal office address) 20901-4448
same as above
(Current mailing address)

8. Hotel / Real Estate
(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: [Signature]
(Registered agent's signature) Karen M. Dyer, Asst. Sec.

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:

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TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: James A. MacCutcheon

Address: 10770 Columbia Pike, Suite 200
Silver Spring, MD 20901-4448

Vice Chairman: _____

Address: _____

Director: Pamela M. Williams

Address: 10770 Columbia Pike, Suite 200
Silver Spring, MD 20901-4448

Director: Kevin P. Hanley

Address: 10770 Columbia Pike, Suite 200
Silver Spring, MD 20901-4448

B. OFFICERS

President: James A. MacCutcheon

Address: (above)

Vice President: Kevin P. Hanley

Address: (above)


Secretary: Pamela M. Williams

Address: (above)

Treasurer: Charles G. Warczak, Jr.

Address: 10770 Columbia Pike, St. 200, Silver Spring, MD, 20901-4448

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. Pamela M. Williams, Sr. VP, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

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Deerfield Beach Hotel Holdings, Inc.

10770 Columbia Pike Suite 200, Silver Spring, MD 20901-4448

DIRECTORS

James A. MacCutcheon
Pamela M. Williams
Kevin P. Hanley

OFFICERS

James A. MacCutcheon	Chief Executive Officer & President
Kevin P. Hanley	Executive Vice President & Chief Operating Officer
Charles G. Warczak, Jr.	Senior Vice President, Chief Financial Officer & Treasurer
Pamela M. Williams	Senior Vice President, General Counsel & Secretary
Randall R. Hartig	Chief Development Officer & Vice President

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Delaware

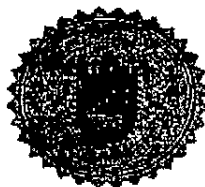
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEERFIELD BEACH HOTEL HOLDINGS, 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 FOURTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEERFIELD BEACH HOTEL HOLDINGS, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2005.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4227084

DATE: 10-14-05

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