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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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penalty (4,600.00)

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Posadas USA, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ms. Sherrill Renfro

(Name of Person)

Posadas USA, Inc.

(Firm/Company)

5950 Berkshire Lane, Suite 990

(Address)

Dallas, TX 75235

(City/State and Zip code)

For further information concerning this matter, please call:

Sherrill Renfro

(Name of Person)

at ( 214 ) 891-3130

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 29, 2005

SHERRILL RENFRO  
POSADAS USA, INC.  
5950 BERKSHIRE LANE, SUITE 990  
DALLAS, TX 75235

SUBJECT: POSADAS USA, INC.  
Ref. Number: W05000052776

We have received your document for POSADAS USA, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 605A00069483

**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. Posadas USA, 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 (under name of Swancourt Hotels, Inc.  
name changed in 1992) 3. 52-1371552  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 27, 1984 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 01, 2001  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5950 Berkshire Lane, Ste. 990, Dallas, TX 75235  
(Principal office address)

Same as above  
(Current mailing address)

8. For sales purposes.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

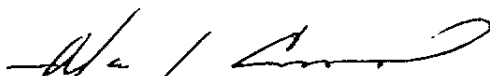
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Manuel Corral  
Office Address: Posadas USA  
4000 Ponce de Leon Boulevard  
Suite 470  
Coral Gables, , Florida 33146  
(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.*



(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: Gaston Azcarraga

Address: 5950 Berkshire Lane, Suite 990  
Dallas, TX 75225

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Gaston Azcarraga

Address: 5950 Berkshire Lane, Suite 990  
Dallas, TX 75225

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Executive Vice President: H. Steven Meadows

Address: 5950 Berkshire Lane, Suite 990  
Dallas, TX 75225

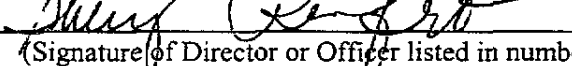
Secretary: Sherrill Renfro

Address: 5950 Berkshire Lane, Suite 990, Dallas, TX 75225

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. Sherrill Renfro, Secretary  
(Typed or printed name and capacity of person signing application)

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# Delaware

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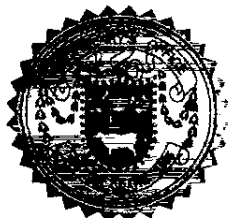
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POSADAS USA, 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4226435

DATE: 10-14-05