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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Starwood Hotels & Resorts Management Company, Inc.**

Certificate of Status	0
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Page Count	05
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Help

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Starwood Hotels & Resorts Management Company, 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:

Nancy Chelgren

(Name of Person)

Starwood Hotels & Resorts Worldwide, Inc.

(Firm/Company)

1111 Westchester Ave.

(Address)

White Plains, NY 10604

(City/State and Zip code)

For further information concerning this matter, please call:

Nancy Chelgren

(Name of Person)

at ( 914 ) 640-8412

(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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# 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. Starwood Hotels & Resorts Management Company, 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. 20-2447831  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 03/07/2005 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. 1111 Westchester Ave., White Plains, NY 10604  
(Principal office address)  
1111 Westchester Ave., White Plains, NY 10604  
(Current mailing address)
8. Operator of Sheraton branded hotels.  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

CT Corporation System  
By: Carrie Buz  
(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.

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Director: Theodore W. DarnallAddress: 1111 Westchester AvenueWhite Plains, NY 10604Director: Marshall J. DonatAddress: 1111 Westchester AvenueWhite Plains, NY 10604Director: Peter MorrowAddress: 2231 E. Camelback Rd., Suite 400Phoenix, AZ 85016

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

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

## B. OFFICERS

President: Theodore W. DarnallAddress: 1111 Westchester AvenueWhite Plains, NY 10604Vice President: Jared T. FinkelsteinAddress: 1111 Westchester AvenueWhite Plains, NY 10604Secretary: Kenneth S. SiegelAddress: 1111 Westchester Avenue, White Plains, NY 10604Treasurer: Jeff S. DrewAddress: 1111 Westchester Avenue, White Plains, NY 10604

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. Marshall J. Donat - Director

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

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# Delaware

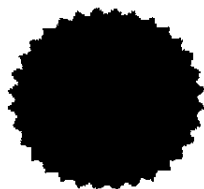
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARWOOD HOTELS & RESORTS MANAGEMENT COMPANY, 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 SIXTH DAY OF FEBRUARY, A.D. 2006.

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: 4503998

DATE: 02-06-06