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Florida Department of State
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From: Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

XN Corporation, Inc.

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

XN Hotel System, Inc.
(if name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 33-0887505
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 29, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Employee hired on January 1, 2007 working out of a home office
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 18200 SW 6th Street, Pembroke Pines, Florida 33029
(Principal office address)
18200 SW 6th Street, Pembroke Pines, Florida 33029
(Current mailing address)

8. Hotel information and electronic distribution systems support
(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: C T 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.

By: [Signature]
C T Corporation System
Mark Brinkman
Vice President and Assistant Secretary
(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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Ed Dayan

Address: c/o Xn Hotel Systems Limited, The Old Rectory, Honiley, Kenilworth, Warwickshire, CV8 1NP, United Kingdom

Vice Chairman: Mark Pearman

Address: c/o Xn Hotel Systems Limited, The Old Rectory, Honiley, Kenilworth, Warwickshire, CV8 1NP, United Kingdom

Director: Greg Spicer

Address: c/o Xn Hotel Systems Limited, The Old Rectory, Honiley, Kenilworth, Warwickshire, CV8 1NP, United Kingdom

Director: Kenneth M. Fisher

Address: 1201 Village Lake Drive, Davidsonville, Maryland 21035

B. OFFICERS

President: Mark Pearman

Address: c/o Xn Hotel Systems Limited, The Old Rectory, Honiley, Kenilworth, Warwickshire, CV8 1NP, United Kingdom

Vice President: Kenneth M. Fisher

Address: 1201 Village Lake Drive, Davidsonville, Maryland 21035

Secretary: Gloria A. Casazza

Address: 18200 SW 6th Street, Pembroke Pines, Florida 33029

Treasurer: Kenneth M. Fisher

Address: 1201 Village Lake Drive, Davidsonville, Maryland 21035

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Kenneth M. Fisher*
(Signature of Director or Officer listed in number 12 of the application)

14. KENNETH FISHER, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
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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 "XN CORPORATION, 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 TWELFTH DAY OF MARCH, A.D. 2007.

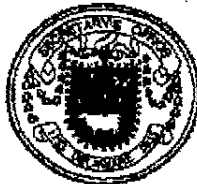
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5498352

DATE: 03-12-07