

FD70000005859

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RE-SUBMIT

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 057 |
| Estimated Charge | \$35.00 |

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13 NOV 18 PM 4:28

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

13 NOV 15 AM 9:34

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RE-SUBMIT

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November 18, 2013

FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC.
155 WELLINGTON STREET WEST
SUITE 3300
TORONTO M5V 0C3 CANADA, ON CANAD-XXX

SUBJECT: FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC.
REF: F07000005859

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

The document you submitted is a copy of the certified copy that was filed with the State of Delaware which does not meet the requirements of the Florida Statutes 607.1504 and is unacceptable.

You must submit the APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA.

The date of Authorization to do business in Florida must be contained within the document.

The date the corporation changed its name under the laws of its jurisdiction must be contained within the document.

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

RECEIVED

13 NOV 18 PM 4:27

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/18/2013 16:23:49 From: To: 8506176380

(3/7)

~~850-817-8381~~

~~11/18/2013 1:09:21 PM PAGE 27002 Fax Server~~

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter
Regulatory Specialist

FAX Aud. #: H13000253232
Letter Number: 213A00026598

RE-SUBMIT
Please retain original filing
date of submission 11/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fairmont Raffles Hotels International (U.S.) Inc.
Name of Corporation

DOCUMENT NUMBER: F07000005859

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise M. Kerschhackl, Lgl. Asst.

Name of Contact Person

Sidley Austin LLP

Firm/Company

One S. Dearborn St., 30th Floor

Address

Chicago, IL 60603

City/State and Zip Code

anna.hwang@frhi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise M. Kerschhackl

at (312) 853-7297
Area Code & Daytime Telephone Number

Name of Contact Person

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRHI HOTELS & RESORTS (U.S.) 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2013.

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

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

4385854 8300

131312345

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0899083

DATE: 11-15-13

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC.", CHANGING ITS NAME FROM "FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC." TO "FRHI HOTELS & RESORTS (U.S.) INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2013, AT 7:49 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4385854 8100

131312345

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0899082

DATE: 11-15-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:54 AM 11/15/2013
FILED 07:49 AM 11/15/2013
SRV 131312345 - 4385854 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
FAIRMONT RAFFLES HOTELS INTERNATIONAL (U.S.) INC.**

Fairmont Raffles Hotels International (U.S.) Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY THAT:**

FIRST: The Board of Directors of the Corporation, by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, a copy of which has been filed with the minutes of the Corporation, adopted resolutions proposing the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby declares it advisable that Article 1 of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"Article 1. NAME The name of this corporation is FRHI Hotels & Resorts (U.S.) Inc. (the "Corporation")."

and that the same be and is hereby approved, adopted and ratified.

SECOND: The sole stockholder of the Corporation, by written consent given pursuant to Section 228 of the General Corporation Law of the State of Delaware, a copy of which has been filed with the minutes of the Corporation, adopted the foregoing amendment to the Certificate of Incorporation of the Corporation.

THIRD: The foregoing amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

11/15/2013 12:10:23 From: To: 8506176380

(3/5)

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its Corporate Secretary this 8th day of November 2013.

FAIRMONT RAFFLES HOTELS
INTERNATIONAL (U.S.) INC.

By:


Paula A. McMullan,
Corporate Secretary