

F9500000250



1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32303
(904) 222-2666
(904) 222-1666 (Fax)
(800) 969-1666

GLINDA P. BENNETT
Personal Representative

200001381552
-01/17/95--01043--003
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BASael Hotels Limited U.S.A. Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 1-17 11:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 11:12

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Rafael Hotels Limited U S A Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 13-3394524
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 9, 1987 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 126 E. 36th Street
New York, New York 10016
(Current mailing address)
8. Operation of Luxury Hotels
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporate Access Inc.
Office Address: 11166-D Thomasville Road
Tallahassee, Florida, 32303
(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.
- Dennis Bennett - pres.
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jens Grafe

Address: 126 E. 36th Street
New York, New York 10016

Vice Chairman: _____

Address: _____

Director: Adrian Zecha

Address: 126 E. 36th Street
New York, New York 10016

Director: Anwar Al-Uaini

Address: 126 E. 36th Street
New York, New York 10016

B. OFFICERS

President: Jens Grafe

Address: 126 E. 36th Street
New York, New York 10016

Vice President: Jens Grafe

Address: 126 E. 36th Street
New York, New York 10016

Assistant Secretary: Daniel E. Cohn

Address: 235 Montgomery, Suite 3000
San Francisco, CA 94104

Treasurer: Robert Nak

Address: 126 E. 36th Street
New York, New York 10016

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

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Daniel E. Cohn, Assistant Secretary

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

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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of RAFAEL HOTELS LIMITED USA was filed 02/09/1987, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Statement of Addresses and Directors is past due.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of January
one thousand nine hundred and
ninety-five.

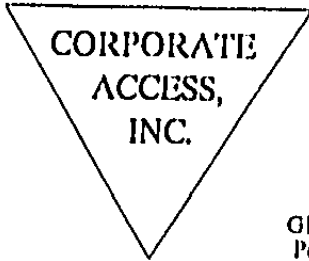
Alexander F. Treachwell

Secretary of State

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 Tallahassee, Florida 32303
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 (800) 969-1666

GLINDA P. BENNETT
 Personal Representative

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 *****52.50 *****52.70
 500001383465
 -01/20/95--01021--001
 *****52.00 *****35.00

OFFICER USE ONLY

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(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status
- 1-20/1100
 Glinda*

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 95 JAN 20 PM 12:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
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*affradant
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Examiner's Initials

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STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

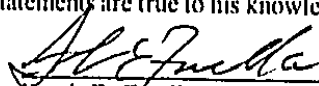
Frank E. Farella, being duly sworn, states:

The following persons are elected to serve as directors and officers of Rafael Hotels Limited U.S.A. until their successors shall be elected and qualified:

<u>NAME</u>	<u>OFFICE</u>
Jens Grafe	President and Director
Georg R. Rafael	Director
Maxwell Dickens	Chief Financial Officer
Frank E. Farella	Assistant Secretary

This affidavit is being made as an amendment to the attached Application By Foreign Corporation For Authorization To Transact Business in Florida for Rafael Hotels Limited USA Corporation as filed on January 17, 1995 with the Florida Secretary of State.

Frank E. Farella states that the above statements are true to his knowledge, information and belief.



Frank E. Farella, Assistant Secretary

SWORN TO BEFORE ME:

 Notary Public

this 19th day of January, 1995.



FILED
95 JAN 20 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDRESSES OF OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Jens Grafe	President and Director	126 E. 36th Street New York, NY 10016
Georg R. Rafael	Director	Monte-Carlo Palace Suite 72 7 Boulevard des Moulins MC 98000-MONACO
Maxwell Dickens	Chief Financial Officer	Monte-Carlo Palace Suite 72 7 Boulevard des Moulins MC 98000-MONACO
Frank E. Farella	Assistant Secretary	235 Montgomery Suite 3000 San Francisco, CA 94104

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TALLAHASSEE, FLORIDA