

F95000002155

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

500001473839

-05/03/95--01137--001

***70.00 ***70.00

SUBJECT: BAC Hotel Management, Inc.
(Name of corporation)

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:

Jim Mullins

(Name of Person)

Buckhead America Corporation

(Firm/Company)

4243 Dunwoody Club Dr., Suite 200

(Address)

Atlanta, GA 30350-5206

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 2 PM 4: 01

Should you need to call someone concerning this matter, please call:

Jim Mullins

(Name of Person)

at (404) 393 - 2662

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. BAC Hotel Management, Inc.
(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. Delaware 3. 58-2023734
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-17-92 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4243 Dunwoody Club Drive, Suite 200
Atlanta, GA 30350-5206

(Current mailing address)

8. To engage in any lawful act or activity for which corporations
may be organized under the General Corporation Law of Delaware
(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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: *Charles A. Coyle*
(Registered agent's signature)

Charles A. Coyle, Assistant Secretary

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 PM 4:01

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

A. DIRECTORS

Chairman: Robert M. Miller
Address: 120 West 45th Street
New York, NY 10036

Vice Chairman: _____
Address: _____

Director: William Stern
Address: 200 E. 57th Street, Suite 10F
New York, NY 10022

Director: Leon Wagner
Address: 11150 Santa Monica Blvd., Suite 305
Los Angeles, CA 90025

B. OFFICERS

President: Douglas C. Collins
Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Vice President: Robert B. Lee
Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Secretary: Robert B. Lee
Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Treasurer: Douglas C. Collins
Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 2 PM 4: 04

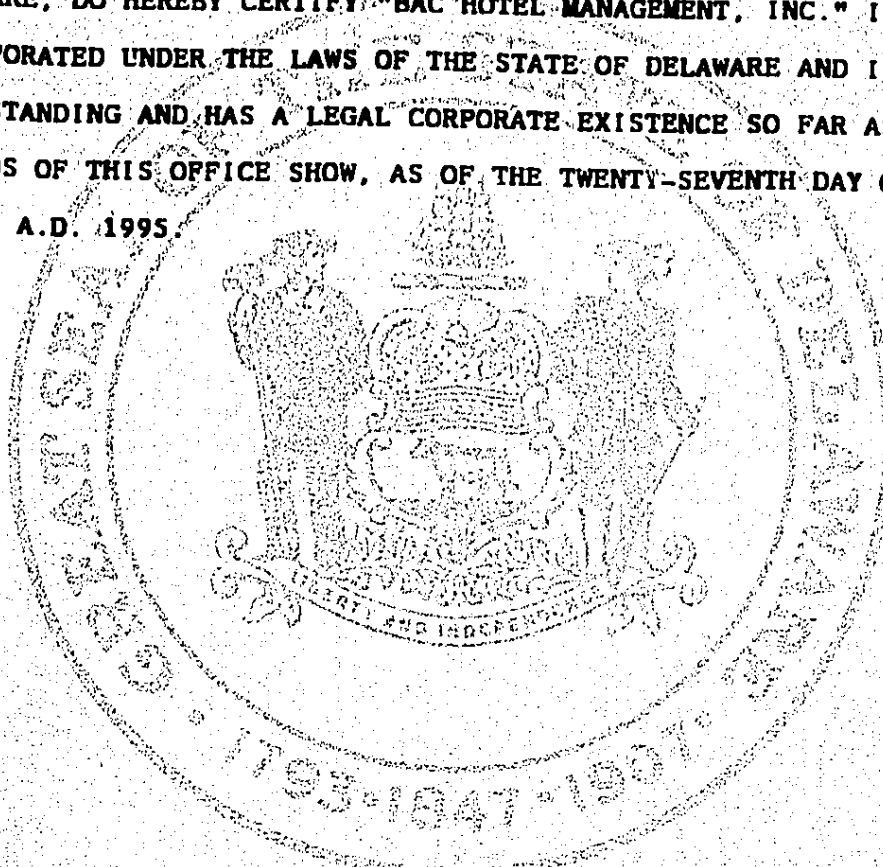
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  4/28/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas C. Collins, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAC HOTEL MANAGEMENT, 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 TWENTY-SEVENTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 PM 4:04



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2319394 8300

DATE: 7487460

950093030

04-27-95