

F950002791



ACCOUNT NO. : 0721000000032
REFERENCE : 591160 4133A
AUTHORIZATION : *Patricia Piggitt*
COST LIMIT : \$ 183.75

ORDER DATE : May 4, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 591160

CUSTOMER NO: 4133A

CUSTOMER: Marcia Cox, Legal Assistant
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

RUSH WILL WAIT

100001475881

FOREIGN FILINGS

*** RUSH WILL WAIT ***

NAME: WORCESTER HOSPITALITY COMPANY,
INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPIES
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

FILE 1ST

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DIVISION OF CORPORATIONS
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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. WORCESTER HOSPITALITY COMPANY, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. 4/26/95

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. Applied For

(Federal Employer Identification number, if applicable)

6. NOT CURRENTLY TRANSACTING BUSINESS IN FLORIDA

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 767 Third Avenue, 35th Floor, New York, New York

(Current mailing address)

8. General Partner of a Florida limited partnership, Worcester Hospitality Associates Limited Partnership

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John W. Adams

Address: 767 Third Avenue

NY, NY 10017

Director: Jeffrey A. Smith

Address: 767 Third Avenue

NY, NY 10017

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B. Officers:

President: John W. Adams
Address: 767 Third Avenue
NY, NY 10017

Senior Vice President: David A. Persing
Address: 767 Third Avenue
NY, NY 10017

Secretary: David A. Persing
Address: 767 Third Avenue
NY, NY 10017

Treasurer: Kevin J. DeLuise
Address: 767 Third Ave.
NY, NY 10017

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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.

Registered agent's signature: Gail Shelby
GAIL SHELBY, AS AGENT

12. 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.

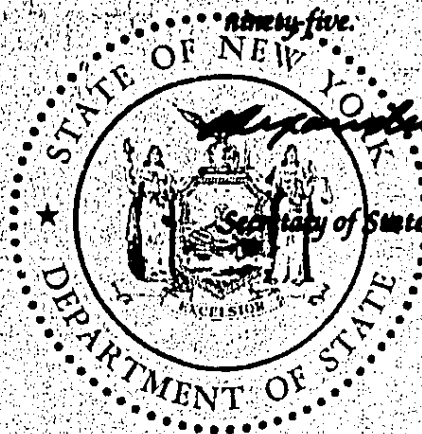
13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. David A. Persing, Senior Vice President
(Name and capacity of person signing application)

State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of WORCESTER HOSPITALITY COMPANY, INC. was filed on 04/26/1995, 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.

...
Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of April
one thousand nine hundred and
ninety-five.



199505010163

Alfred F. Trenchard

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