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OUTRIGGER

Hotels Hawaii
ADMINISTRATIVE OFFICES

April 25, 1995

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-05/02/95--01093--013
*****70.00 *****70.00

W 95-9289

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: OLM, Inc.
Application by Foreign Corporation For Authorization to Transact Business in
Florida

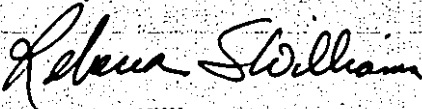
Gentlemen:

OLM, Inc. is seeking foreign qualification in the State of Florida. Enclosed are the following required documents to process OLM, Inc.'s qualification:

1. Original and one copy of the Application By Foreign Corporation For Authorization to Transact Business in Florida
2. \$70.00 check - \$35.00 for filing fee and \$35.00 for registered agent designation
3. Certificate of Corporate Existence from the State of Nevada.

Should you have any questions, please contact Lois Nishijima at (808)921-6536.

Sincerely,

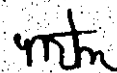


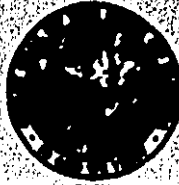
Rebecca S. Williams

:ltn

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 18 AM 8:23





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1995

REBECCA S. WILLIAMS
2375 KUHIO AVENUE
OLM, INC.
HONOLULU, HI 96815-2939

SUBJECT: OLM, INC.
Ref. Number: W95000009289

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We have received your document for OLM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 695A00021298

RESOLUTION OF BOARD OF DIRECTORS

We, the undersigned W. David P. Carey III, Director and
Rebecca S. Williams, Secretary, do hereby certify
that this Resolution of the Board of Directors of May 9, 1995
a corporation duly organized and existing under the laws of the State of Nevada
was duly adopted on May 9, 1995.

Resolved, that OLM, Inc., organized
and existing in the State of Nevada, hereby adopts the
name Outrigger Lodging Management, Inc. for use in Florida.

Dated: 5/10/95

W. David P. Carey III
Signature of at least one director
W. David P. Carey III, Director
Rebecca S. Williams
Rebecca S. Williams, Secretary

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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. OLM, 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. Nevada

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

3. February 3, 1989

(Date of Incorporation)

4. Perpetual

(Duration)

5. 88-0245125

(Federal Employer Identification number, if applicable)

6. see attached explanation

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

7. P.O. Box 88298, Honolulu, Hawaii 96830-8298

(Current mailing address)

8. see attached explanation

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard R. Kelley

Address: 3707-B Diamond Head Road

Honolulu, Hawaii 96816

Director: W. David P. Carey III

Address: 3701-C Diamond Head Road

Honolulu, Hawaii 96816

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B. Officers: See attached list for additional officers

President: W. David P. Carey III
Address: 3701-C Diamond Head Road
Honolulu, Hawaii 96816

Vice President: Melvyn M. Wilinsky
Address: 698 Puuikena Drive,
Honolulu, Hawaii 96821

Secretary: Rebecca S. Williams
Address: 71 S. Kalaheo Ave.
Kailua, Hawaii 96734

Treasurer: Melvyn M. Wilinsky
Address: 298 Puuikena Drive
Honolulu, Hawaii 96821

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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: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida , Florida 33324
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:

Naseem A. Conde
NASEEM A. CONDE

SPECIAL ASST. SECRETARY

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. Rebecca S. Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Rebecca S. Williams, Secretary
(Name and capacity of person signing application)

OLM INC.
ADDITIONAL OFFICERS
(Attachment to Application By Foreign Corporation
For Authorization To Transact Business in Florida)

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Richard R. Kelley	Chairman of the Board	3707-B Diamond Head Rd. Honolulu, HI 96816
Avery K. Aoki	Assistant Treasurer	322 Kealahou Street Honolulu, Hawaii 96825
Elizabeth A. Kelley-Black	Assistant Secretary	3725 Diamond Head Rd. Honolulu, Hawaii 96816

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OLM, INC.

Attachment

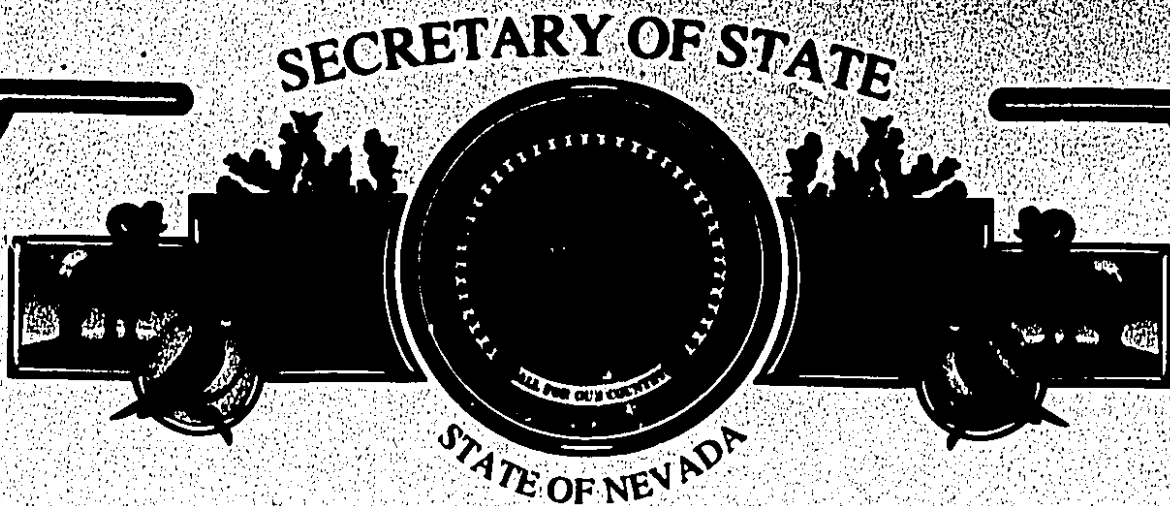
Date Business Commenced (Item #6)

Corporate Purpose (Item #8)

OLM, Inc. does not conduct business in your state. OLM, Inc. acquired a 1% general partner interest on 10/1/84 in a limited partnership which conducts business in your state.

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CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, OLM, INC. is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 3rd day of April, 1995.



Dean Heller

Secretary of State

By *Debra S. Smith*
Certification Clerk