

F9500002655



1301 HAYS STREET
TALLAHASSEE, FL 32301
800-343-6886

95 JUN -1 AM 10:41

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 606484 2049B

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia. P. Pitt

ORDER DATE : May 29, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 606484

500001503415

CUSTOMER NO: 2049B

CUSTOMER: Michelle Jackson, Legal Asst
Latham & Watkins
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: PROMUS HOTELS FLORIDA, INC.

☒ PROFIT ☐ CORPORATE
☐ NON-PROFIT ☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

95 JUN -1 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Promus Hotels Florida, 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. Delaware

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

3. 05/12/95

(Date of Incorporation)

4. perpetual

(Duration)

5. 62-1602737

(Federal Employer Identification number, if applicable)

6. 06/30/95

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

7. 6800 Poplar Ave., Ste 200, Memphis, TN 38138

(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 and as permitted under the laws of this state.
(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: Ralph B. Lake

Address: 6800 Poplar Ave., Ste. 200, Memphis, TN 38138

Director: M. Ronald Halpern

Address: 6800 Poplar Ave., Ste. 200, Memphis, TN 38138

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TALLAHASSEE, FLORIDA

B. Officers:

President: Ralph B. Lake
Address: 6800 Poplar Ave., Suite 200, Memphis, TN 38138

Vice President: M. Ronald Halpern
Address: 6800 Poplar Ave., Suite 200, Memphis, TN 38138

Secretary: H. Nadine Greenwood
Address: 6800 Poplar Ave., Suite 200, Memphis, TN 38138

Treasurer: Vincent C. Ciaramitaro
Address: 6800 Poplar Ave., Suite 200, Memphis, TN 38138

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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 as agent
Gail Shelby

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.

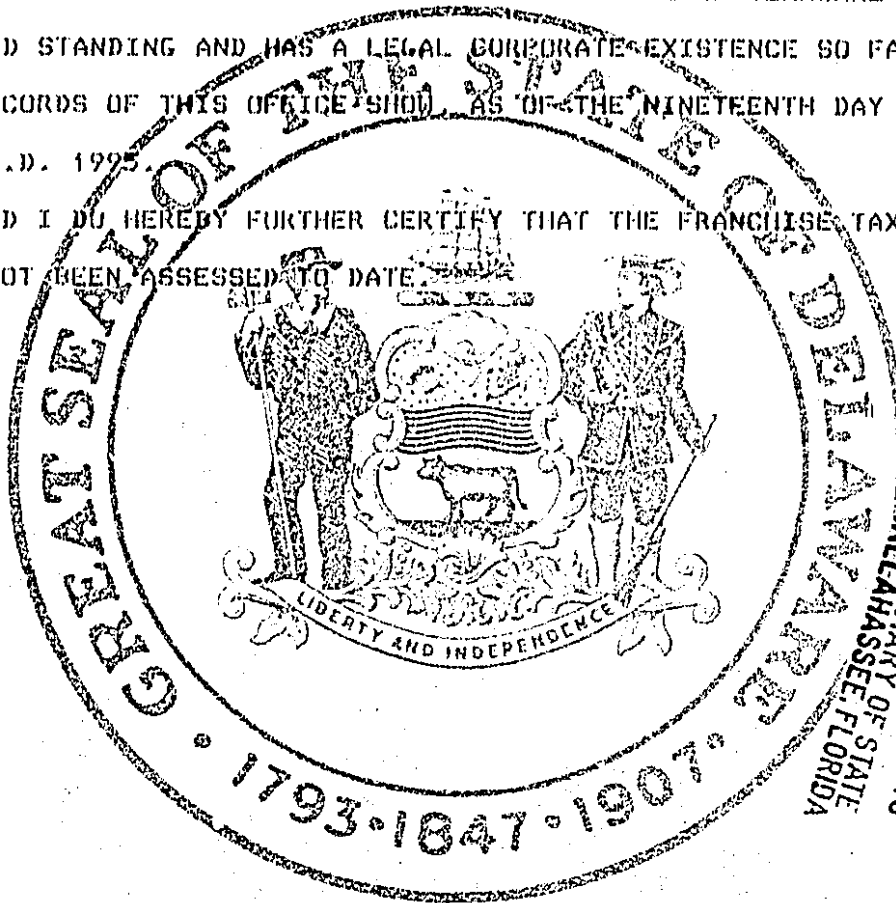
13. RB
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. RALPH BINFORD LAKE, PRESIDENT
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMUS HOTELS FLORIDA, 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 NINETEENTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7511592

DATE: 05-19-95