

Document Number Only
F95000003011

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

200001519482
-06/21/95--01056--019
*****70.00 *****70.00

Perimeter Center Management Company

mtn

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
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☐ After 4:30
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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
6/21/95

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FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Perimeter Center Management Company.

(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

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

3. 86-0737628

(FEI number, if applicable)

4. June 22, 1993

(Date of incorporation)

5. Perpetual

(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 617.156, F.S.))

7. 17207 N. Perimeter Drive, Scottsdale, Arizona 85255

(Current mailing address)

8. Real estate management

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice President
(Type Name and Title of Officer)

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.

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

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Maxwell S. East*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Maxwell S. East V.P.
(Typed or printed name and capacity of person signing application)

PERIMETER CENTER MANAGEMENT COMPANY

Directors

<u>Name</u>	<u>Address</u>
Robert W. Halliday	17207 North Perimeter Drive Scottsdale, Arizona 85255
Morton H. Fleischer	17207 North Perimeter Drive Scottsdale, Arizona 85255

Officers

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert W. Halliday	Chairman of the Board of Directors	17207 North Perimeter Drive Scottsdale, Arizona 85255
Morton H. Fleischer	President and Chief Executive Officer	17207 North Perimeter Drive Scottsdale, Arizona 85255
Robin L. Roach	Senior Vice President, Property Administration	17207 North Perimeter Drive Scottsdale, Arizona 85255
Dennis L. Ruben	Senior Vice President and General Counsel	17207 North Perimeter Drive Scottsdale, Arizona 85255

John R. Barravecchia	Senior Vice President, Chief Financial Officer and Treasurer	17207 North Perimeter Drive Scottsdale, Arizona 85255
Christopher H. Volk	Senior Vice President, Underwriting and Research, and Secretary	17207 North Perimeter Drive Scottsdale, Arizona 85255
Margaret J. Craft	Vice President, Administration	17207 North Perimeter Drive Scottsdale, Arizona 85255
R. Scott Cowan	Assistant Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Stephen G. Schmitz	Senior Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, Arizona 85255
Harold W. Vinson	Vice President, Property Management	17207 North Perimeter Drive Scottsdale, Arizona 85255
Jon K. Taylor	Vice President, Asset Management	17207 North Perimeter Drive Scottsdale, Arizona 85255
Dennis P. Pepperd	Vice President, Systems	17207 North Perimeter Drive Scottsdale, Arizona 85255
William S. Parker	Vice President, Investor Services	17207 North Perimeter Drive Scottsdale, Arizona 85255
Ronald E. Davis	Vice President, Investor Relations	17207 North Perimeter Drive Scottsdale, Arizona 85255

Catherine B. Long	Vice President Finance and Principal Accounting Officer	17207 North Perimeter Drive Scottsdale, Arizona 85255
Paul M. Lambert	Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Stephen Y. Schwanz	Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Mark B. Wood	Vice President, Corporate Finance	17207 North Perimeter Drive Scottsdale, Arizona 85255
Gary Naquin	Vice President, Underwriting and Research	17207 North Perimeter Drive Scottsdale, Arizona 85255
Patrick Feltes	Vice President, Finance Director	17207 North Perimeter Drive Scottsdale, Arizona 85255
R. Scott Cowan	Assistant Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Shelly R. Core	Assistant Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Ellen M. Ingersoll	Assistant Vice President	17207 North Perimeter Drive Scottsdale, Arizona 85255
Jeffrey Fleischer	Assistant Vice President Western Region and Finance Director	17207 North Perimeter Drive Scottsdale, Arizona 85255
Anthony L. Wilson	Assistant Vice President, Systems	17207 North Perimeter Drive Scottsdale, Arizona 85255
Gregg A. Seibert	Assistant Vice President, Research and Underwriting	17207 North Perimeter Drive Scottsdale, Arizona 85255

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 "PERIMETER CENTER MANAGEMENT COMPANY" 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 TWENTIETH DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2341136 8300

950136820

AUTHENTICATION:

DATE:

7545821

06-20-95

F95000003011

CT CORPORATION SYSTEM

August 7, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: PERIMETER CENTER MANAGEMENT COMPANY
GUARANTEED HOTEL INVESTORS 1985, L.P.
FFCA MANAGEMENT COMPANY, L.P.
Order #: 611396

Counsel: Kutak Rock
Denver, CO 80202

Gentlemen:

As requested by counsel, we enclose for filing withdrawal documents on behalf of this corporation and cancellation documents on behalf of the two limited partnerships, together with funds in payment of the required fees. These documents should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-362-1228.

Very truly yours,

Hiedi M. Liesch

Hiedi M. Liesch
Associate Customer Specialist

HML/

Enclosure(s)

Special Instructions: n/a

Wither.

VS AUG 16 1996

FILED
96 AUG 12 PM 3:13
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Perimeter Center Management Company
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
86 AUG 12 PM 3:13
SECRET
FALL RIVER, MASS. 01931
U.S. DEPT. OF JUSTICE

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Franchise Finance Corporation of America, 17207 N. Perimeter Dr.
(Mailing Address)

Scottsdale, AZ 85255

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

PERIMETER CENTER MANAGEMENT COMPANY

By

Morton H. Fleischer

Signature

7/31/96

Date

Morton H. Fleischer

Typed or printed name

President

Title