



1201 HAYS STREET
TALLAHASSEE, FL 32301
95 AUG 11 PM 2:10
DIVISION OF CORPORATION

000-142-8006

F95000003896

ACCOUNT NO. : 0721000000032
REFERENCE : 650349 069010
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 122.50

ORDER DATE : August 11, 1995

ORDER TIME : 12:57 PM

ORDER NO. : 650349

CUSTOMER NO: 069010

400001558654

CUSTOMER: Ms. Donna Joseph
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: SUITES OF AMERICA, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
95 AUG 11 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

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. Suites of America, 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
(State or country under the law of which it is incorporated)
3. 22-3064364
(FEI number, if applicable)
4. 8/29/90
(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 617.155, F.S.))
7. 700 Rt. 46 East
Fairfield, NJ 07004
(Current mailing address)
8. Ownership and management of hotels
(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: Vicki Schreber, Asst. V.P.
(Registered agent's signature)
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.

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95 AUG 11 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: David A. Simon
Address: 700 Rt. 46 East
Fairfield, NJ 07004

Vice Chairman: John Elwood
Address: 700 Rt. 46 East
Fairfield, NJ 07004

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: David A. Simon
Address: 700 Rt. 46 East
Fairfield, NJ 07004

Vice President: John Elwood
Address: 700 Rt. 46 East
Fairfield, NJ 07004

Vice President: Ed Dykes
700 Rt. 46 E.
Fairfield, NJ 07004

V.P. and Secretary: Joseph Bernadino
Address: 700 Rt. 46 East
Fairfield, NJ 07004

V.P. and Treasurer: Douglas Vicari
Address: 700 Rt. 46 East
Fairfield, NJ 07004

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

13. By: X Joseph Bernadino, V.P. and Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Bernadino, V.P. and Secretary
(Typed or printed name and capacity of person signing application)

FILED

95 AUG 11 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "SUITES OF AMERICA, 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 NINTH DAY OF AUGUST, A.D. 1995.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 11 PM 3:30

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2239922 8300

950180038

AUTHENTICATION: 7602419

DATE: 08-09-95

F95000003896

1001 S Street
Tallahassee, FL 32301
904-222-9171
904-222-0393 FAX

670 142-8086



95 DEC 29 AM 8 18
FILED

ACCOUNT NO. : 0721000000032
REFERENCE : 775504 4324331
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 35.00

ORDER DATE : December 29, 1995

ORDER TIME : AM

ORDER NO. : 775504

CUSTOMER NO: 4324331

200001673662

CUSTOMER: Jean Obetz, Legal Asst
Prime Hospitality Corp.
700 Route 46 East

Fairfield, NJ 07004

FOREIGN FILINGS

NAME: SUITES OF AMERICA, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER L. MORAN

FILED
95 DEC 29 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
12/29/95
JC

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

Suiten of America, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
95 DEC 29 4:10:30 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

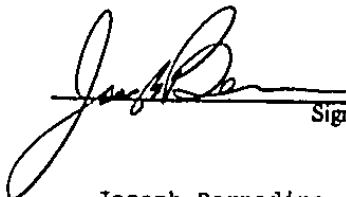
700 Rt. 46 East

(Mailing Address)

Fairfield, NJ 07004

(City/ State /Zip)

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



Signature

Vice President

Title

Joseph Bernadino

Typed or printed name

December 7, 1995

Date