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BRACEWELL & PATTERSON, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

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FACSIMILE COVER LETTER

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MESSAGE

PFS Ventures, Inc.

CONFIDENTIALITY NOTICE

B&P\FORMS\FIRM
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NAME [illegible]
ADDR [illegible]
RA NAME [illegible]
RA ADDR [illegible]
ANM REF [illegible]

ENTER SELECTION AND [illegible]:
12/04/95 DEPOSIT/PAYMENT DETAIL SCREEN 10:4[illegible] AM

DEPOSIT NUMBER : 10/ [illegible] 009	DEPOSIT TYPE : [illegible]
ACCOUNT NUMBER : [illegible]	DEPOSIT AMOUNT : [illegible],000.00
USER ID : [illegible]241[illegible]	DEPOSIT BALANCE : 0.00
DEBIT MEMO DATE :	VOID DATE
TRACKING NUMBER : [illegible]	DOCUMENT NUMBER : [illegible]
REQUESTOR :	LEDGER DATE : [illegible]/95
SUB ACCT NUMBER : [illegible]1741B	

CATEGORY	DESCRIPTION	AMOUNT
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]

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. PFS Ventures, 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. September 6, 1995
(Date of Incorporation)

4. Perpetual
(Duration)

5. Applied For
(Federal Employer Identification number, if applicable)

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

7. 5215 N. O'Connor Blvd., Suite 330, Irving, Texas 75039
(Current mailing address)

8. Hotel acquisition, development and management
(Brief description of the nature of the business in which it is engaged in the state of Florida)

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FILED
SECRETARY OF STATE

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Hervey A. Feldman
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

Vice Chairman:
Address:

Director: Thomas J. Corcoran, Jr.
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

Director:
Address:

(FLA. – 2189 – 2/1/92)

9. Officers:

President: Thomas J. Corcoran, Jr.
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

Vice President: Nicolas R. Peterson
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

Secretary: Thomas J. Corcoran Jr.
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

Treasurer: Hervey A. Feldman
Address: 5215 N. O'Connor Blvd., Suite 330
Irving, Texas 75039

(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 futher 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: Carol K Dolor
(Officer)

Authorized Registered Agent-Carol K. Dolor
(Type Name and Title of Officer)

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 of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Nicolas R. Peterson, Vice President
(Name and capacity of person signing application)

(FLA. - 7189)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PFS VENTURES, 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 EIGHTH DAY OF NOVEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -9 PM 1:57

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7705178

DATE: 11-08-95