

F95000005690
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200001628062
-11/03/95--01066--004
*****70.00 *****70.00

SUBJECT: Coldwell Banker Real Property Services Corporation W95-21947
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Linda J. Bracken, Esq.
(Name of Person)
Coldwell Banker Real Property Services Corporation
(Firm/Company)
27261 Las Ramblas, Suite 214
(Address)
Mission Viejo, CA 92691
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 21 PM 12:00
mtm

Should you need to call someone concerning this matter, please call:

Linda Bracken at (714) 367-2072
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

November 3, 1995

LINDA J. BRACKEN, ESQ.
% COLDWELL BANKER REAL PROPERTY SERV COR
27281 LAS RAMBLAS, STE 214
MISSION VIEJO, CA 92691

SUBJECT: COLDWELL BANKER REAL PROPERTY SERVICES
CORPORATION
Ref. Number: W95000021947

We have received your document for COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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
Document Specialist

Letter Number: 595A00049325

95 NOV 21 PM 12:00

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DIVISION OF CORPORATIONS



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 16, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 21 PM 12:00

Ms. Linda Bracken
Vice President/Legal Counsel
Coldwell Banker Corporation
2727 Las Ramblas
Mission Viejo, CA 92691

Dear Ms. Bracken:

Re: "Coldwell Banker Real Property Services Corporation"

Your letter/fax of this date requests approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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. Coldwell Banker Real Property Services Corporation
(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 3. 33-0680434
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 20, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. When qualified.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 27261 Las Ramblas, Attn: L. Bracken, Esq.
Suite 214
Mission Viejo, CA 92691
(Current mailing address)

8. To purchase, own, transfer, service or sell interests in residential real property and to engage in related activities.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.

By: D. F. Hickey
(Registered agent's signature)
D. F. Hickey, Assistant Secretary

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.

FILED
SECRETARY OF STATE
95 NOV 21 PM 12:50

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached for complete list of Directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached for complete list of Officers.

Address: _____

Vice President: _____

Address: _____

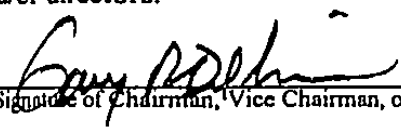
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Gary R. Del Fium, Sr. Vice President, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

95 NOV 21 PM 12:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION
(a Delaware corporation)

DIRECTORS

<u>Name</u>	<u>Business Address</u>
Gregory S. Campbell	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Stephen C. Raney	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Leonard P. Troutnor	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Robert L. Shaw III	575 Anton Blvd., Suite 100 Costa Mesa, CA 92626
Kalth M. Wheeler	4043 Placida Toluca Lake, CA 91602
Gary R. Dal Fium	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Stephen C. Raney	President, Chief Executive Officer	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Leonard P. Troutnor	Executive Vice President	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Gary R. Dal Fium	Senior Vice President, Chief Financial Officer	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Kevin J. Lagerway	Treasurer	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Sladen W. Hall	First Vice President	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Sholloy A. Brewer	Vice President, Controller, Assistant Treasurer	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Gregory V. Blackburn	First Vice President, Secretary	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Robert U. Bill	Senior Vice President - Western Operations	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Gregory M. Stewart	Senior Vice President - Eastern Operations	401 Merritt 7 Norwalk, CT 06851
Donald F. Smith	Senior Vice President - Central Operations	1375 E. Woodfield, #400 Schaumburg, IL 60173
Daniel A. Keating	Vice President, Account Management	401 Merritt 7 Norwalk, CT 06851
Michael J. LaPerch	Vice President, Controller - Eastern Operations	401 Merritt 7 Norwalk, CT 06851
Derek J. Lewin	Senior Vice President, Managing Director - Asset Management Division	1099 - 18th Street, Suite 930 Denver, CO 80202
Kevin E. Kay	Controller - Western Operations, Assistant Secretary	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
George L. Powdar	Controller - Central Operations, Assistant Secretary	1375 E. Woodfield, #400 Schaumburg, IL 60173
David C. Arms	Vice President - Real Estate Services, Central Region	1375 E. Woodfield, #400 Schaumburg, IL 60173
John L. Heithaus	Vice President - Real Estate Services, Eastern Region	401 Merritt 7 Norwalk, CT 06851
Linda A. Priest	Assistant Treasurer	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691
Ann M. Abbruzzese	Vice President - Real Estate Services, Western Region	27261 Las Ramblas, Suite 214 Mission Viejo, CA 92691

FILED
 SECRETARY OF STATE
 PH 2-400
 11/20/95

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION" 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 1995.

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

FILED
SECRETARY OF STATE
95 NOV 21 PM 12:00



Edward J. Freel

Edward J. Freel, Secretary of State

2546441 8300

950247329

AUTHENTICATION:

7688642

DATE:

10-26-95

F95000005690



(714) 367-2072 BUSINESS
(714) 367-2033 FAX

LINDA BRACKEN
Vice President
Legal Counsel

Date: September 17, 1997
Address: Florida Department of State
Amendment of Corporations
P.O. Box 6327
Tallahassee, FL 32314

COLDWELL BANKER CORPORATION
27271 EAST HANCOCK
MORRISONVILLE, CA 92061

500002302995--7
-09/25/97--01035--003
*****35.00 *****35.00

Re: COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION
(a Delaware Corporation)
Corporate ID #: F95000005690

Dear Sir:

Enclosed for filing is the Application for Amended Certificate of Authority submitted on behalf of the above corporation. Also enclosed is check # 0208 for \$35.00 for the proper filing fee.

Please acknowledge receipt by date-stamping the enclosed "file copy" of this Application and returning it in the self addressed stamped envelope provided.

If you have any questions regarding this Application, please call me collect at telephone number (714) 367-2072.

Thank you for your assistance.

Sincerely,

Linda Bracken

LJB:ksd
Enclosure(s)

JLB
10/6

FILED
97 OCT -3 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c Amend

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

97 OCT -3 11 8 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

SECTION I
(1-3 MUST BE COMPLETED)

1. Coldwell Banker Real Property Services Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. November 21, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 16, 1997
5. HFS Mobility Real Property Services Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
not applicable
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
not applicable
New Jurisdiction

Sladen W. Hall
Signature

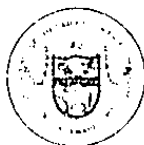
September 10, 1997
Date

Sladen W. Hall
Typed or printed name

First Vice President
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION", CHANGING ITS NAME FROM "COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION" TO "HFS MOBILITY REAL PROPERTY SERVICES CORPORATION", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JUNE, A.D. 1997, AT 11:45 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2546441 8100

971285437

AUTHENTICATION

DATE

8623611

08-26-97

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Coldwell Banker Real Property Services Corporation, a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: Article I of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

The name of the corporation is HFS Mobility Real Property Services Corporation (hereinafter, the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 10th day of June, 1997.

COLDWELL BANKER REAL
PROPERTY SERVICES
CORPORATION

By: /s/Gary R. Del Fium
Gary R. Del Fium
Senior Vice President and
Chief Financial Officer



(714) 367-2072 BUSINESS
(714) 367-2033 FAX

LINDA BRACKEN
Vice President
Legal Counsel

COLDWELL BANKER CORPORATION
2727 LAS HAMILAS
MISSION VIEJO, CA 92691

October 1, 1997

VIA AIRBORNE EXPRESS

Ms. Theresa Brown
FLORIDA-DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

RE: COLDWELL BANKER REAL PROPERTY SERVICES CORPORATION
(A DELAWARE CORPORATION)
CORPORATE ID: F95000005690

Dear Ms. Brown:

For your reference please find attached a copy of my letter (dated September 17, 1997).

Pursuant to your request, during our telephone conversation yesterday, please find attached an original certificate evidencing the name change of Coldwell Banker Real Property Services Corporation to HFS Mobility Real Property Services Corporation.

Thank you for your assistance.

Sincerely,

Linda Bracken

LJB:ksd
Enclosure(s)