

# F95000005788

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: U.S. FRANCHISE SYSTEMS, INC.  
(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:

W95-22940

900001642019  
-11/20/95--01089--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Brian D. Bodker  
(Name of Person)

Bodker, Ramsey & Andrews  
(Firm/Company)

1800 Peachtree Street, N.W., Suite 615  
(Address)

Atlanta, Georgia 30309-2507  
(City/State/Zip)

LC 11/29

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

Brian D. Bodker  
(Name of Person)

at ( 404 ) 351-1615  
(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. Mortham  
Secretary of State

November 21, 1995

BRIAN D. BODKER  
BODKER, RAMSEY & ANDREWS  
1800 PEACHTREE STREET, N.W., SUITE 615  
ATLANTA, GA 30309-2507

SUBJECT: U.S. FRANCHISE SYSTEMS, INC.  
Ref. Number: W95000022940

We have received your document for U.S. FRANCHISE SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 395A00051335

**BODKER, RAMSEY & ANDREWS**

A PROFESSIONAL CORPORATION  
ATTORNEYS & COUNSELORS-AT-LAW  
SUITE 615

1600 PEACHTREE STREET, N. W.  
ATLANTA, GEORGIA 30309-2507

Facsimile:  
(404) 351-1285

Telephone:  
(404) 351-1615

November 27, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

ATTENTION: Lee Rivers  
Document Examiner

RE: U.S. Franchise Systems, Inc.  
Reference No. W95000022940  
Letter No. 395A00051335  
Our File No. 3800-02

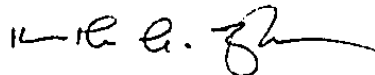
Dear Lee Rivers:

Pursuant to the above-referenced letter, please find enclosed a revised Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation, providing the addresses for the officers.

If you need any additional information, please do not hesitate to contact me.

Very truly yours,

BODKER, RAMSEY & ANDREWS  
A Professional Corporation



Kenneth L. Zirkman  
For the Firm

KLZ:dcj  
Enclosure

cc: Brian D. Bodker, Esq.  
Bd-etal.ltr/4280

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. U.S. FRANCHISE SYSTEMS, 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. 58-2190911  
(FEI number, if applicable)
4. AUGUST 28, 1995  
(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 817.155, F.S.))
7. 13 Corporate Square, Suite 250  
Atlanta, Georgia 30329  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporate Law of Delaware  
(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 South 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.*

C T Corporation System

Allan Farnell  
(Registered agent's signature)  
Allan Farnell, Asst. Secy.

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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: See attached Schedule "A"

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached Schedule "A"

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. Brian D. Bodker, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**SCHEDULE "A"**  
**TO**  
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION**  
**TO TRANSACT BUSINESS IN FLORIDA**

U.S. Franchise Systems, Inc.  
FEIN 58-2190911

**DIRECTORS:**

Michael A. Leven, Chairman  
13 Corporate Square, Suite 250  
Atlanta, Georgia 30329

Neal K. Aronson  
13 Corporate Square, Suite 250  
Atlanta, Georgia 30329

Irwin Chafetz  
c/o The Interface Group  
300 1st Avenue  
Needham, Massachusetts 02194

Barry Sternlicht  
c/o Starwood Capital Group, L.P.  
Three Pickwick Plaza, Suite 250  
Greenwich, Connecticut 06830

Richard D. Goldstein  
c/o Alpine Microtel, LLC  
1285 6th Avenue, 21st Floor  
New York, New York 10019

**OFFICERS:**

Michael A. Leven,  
President and Chief Executive Officer  
13 Corporate Square, Suite 250  
Atlanta, Georgia 30329

Neal K. Aronson,  
Executive Vice President, Chief Financial Officer, Secretary  
13 Corporate Square, Suite 250  
Atlanta, Georgia 30329

Dave Shaw,  
Assistant Secretary  
13 Corporate Square, Suite 250  
Atlanta, Georgia 30329

Brian D. Bodker,  
Assistant Secretary  
1800 Peachtree Street, N.W., Suite 615  
Atlanta, Georgia 30309-2507

*State of Delaware*  
*Office of the Secretary of State*

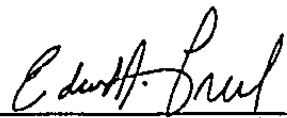
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. FRANCHISE SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF NOVEMBER, A.D. 1995.

1995  
NOV  
14



  
Edward J. Freel, Secretary of State

2530282 8300  
950263993

AUTHENTICATION: 7711085  
DATE: 11-14-95