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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. F 072100000032

REFERENCE : 761310 91243A

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : December 11, 1995

ORDER TIME : 11:04 AM

ORDER NO. : 761310

CUSTOMER NO: 91243A

900001660109

CUSTOMER: Kathy Lawton, Legal Assistant
Interstate Hotels Corporation
Foster Plaza
680 Andersen Drive
Pittsburgh, PA 15220

FOREIGN FILINGS

NAME: IHC/CG PORTFOLIO CORPORATION

XX PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP
XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

8/12/12
95 DEC 12 PM 1:02
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. IHC/CG Portfolio 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. 25-1772862
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 15, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220
(Current mailing address)
8. Act as a general partner
(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: Corporation Service Company
Office Address: 1201 Nava Street
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.

Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar as its agent

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

A. DIRECTORS

Chairman: Milton Fine
Address: 145 Old Mill Road
Pittsburgh, PA 15238
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

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B. OFFICERS

President: Milton Fine
Address: 145 Old Mill Road
Pittsburgh, PA 15238
Vice President: J. William Richardson
Address: 3343 Ponoka Road
Pittsburgh, PA 15241
Secretary: Marvin I. Droz
Address: 1356 Oak Ledge Court
Pittsburgh, PA 15241
Treasurer: W. Thomas Parrington, Jr.
Address: 504 Beaver Road
Sevickley, PA 15143

V.P. Robert L. Froman
420 Woodland Road
Sevickley, PA 15143
Asst. Sec. Timothy Q. Hudak
204 Stonewood Dr.
Bethel Park, PA
15102

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

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

14. J. William Richardson
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IHC/CG PORTFOLIO 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 ELEVENTH DAY OF DECEMBER, A.D. 1995.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2543071 8300

950289408

AUTHENTICATION: 7744684

DATE: 12-11-95