

F95000006122

SECRET LEGAL SERVICES

SUITE 102

DALLAS, TEXAS 75206

MEMORANDUM

(214) 696-3959

FAX (214) 696-3377

TO: FLORIDA SECRETARY OF STATE
ATTN: ATTN: MICHAEL MAYS

FROM: STEPHANIE SECKEST ABBEY
SECRET LEGAL SERVICES
4515 PRENTICE STREET
SUITE 102
DALLAS, TX 75206
(214) 696-3959

800001662870
-12/15/95--01060--001
****140.00 *****70.00

DATE: DECEMBER 14, 1995

RE: QUALIFICATION DOCUMENTS

PLEASE FILE THE ENCLOSED QUALIFICATION DOCUMENTS WITH THE SECRETARY OF STATE ON A RUSH BASIS. THE REQUIRED FILING FEE IS ENCLOSED FOR PROCESSING.

THE FILED STAMPED EVIDENCE SHOULD BE RETURNED TO MY ATTENTION AT THE ADDRESS REFERENCED ABOVE VIA U.S. REGULAR MAIL. THANK YOU. DO NOT HESITATE TO CONTACT ME WITH QUESTIONS OR CONCERN.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95DEC 15 AM 11:50

mtm

**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. HEPC HARBOUR ISLAND 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. TEXAS

(State or country under the law of which it is incorporated)

3. 11/7/95

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. APPLIED FOR

(Federal Employer Identification number, if applicable)

6. UPON FILING

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

7. 2001 BRYAN STREET, SUITE 2300, DALLAS, TX 75201

(Current mailing address)

8. HOTEL BUSINESS AND MANAGEMENT SERVICES

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: JAMES D. CARREKER

Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Vice Chairman: HARLAN R. CROW

Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Director: JAMES D. CARREKER

Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Director: HARLAN R. CROW

Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

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8. Officers:

President: JAMES D. CARREKER
Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Vice President: ANNE L. RAYMOND
Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Secretary: ELISE M. TURNER
Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TX 75201

Treasurer: JOHN P. KLUMPH
Address: 2001 BRYAN STREET, SUITE 2300
DALLAS, TEXAS 75201

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DIVISION OF CORPORATIONS
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(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: The Prentice-Hall Corporation System, Inc.
Office Address: 110 North Magnolia 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 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.

Registered agent's signature: By: [Signature]

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.

x 13. Elise M. Turner
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
ELISE M. TURNER - SECRETARY

14. SECRETARY
(Name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

HEPC HARBOUR ISLAND, INC.

were filed in this office and a certificate of incorporation was issued on
NOVEMBER 7, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

95 DEC 15 AM 11:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 17, 1995.*

1077.

Antonio O. Garza, Jr.
Secretary of State

PH