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TALLAHASSEE, FL 32301
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JAN 19 11 41 AM '96

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 002405 4350392
AUTHORIZATION : *Patricia Project*
COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1996

ORDER TIME : 2:52 PM

ORDER NO. : 002405

CUSTOMER NO: 4350392

900001693849

CUSTOMER: Cecilia Palmer, Legal Asst
Buchalter Nemer Fields &
Sanwa Bank Plaza, Suite 2400
601 S. Figueroa Street
Los Angeles, CA 90017-5704

gl

FOREIGN FILINGS

NAME: FLORIDAN HOTEL MANAGEMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

FILED
96 JAN 19 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. FLORIDAN HOTEL MANAGEMENT, 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. January 5, 1996

(Date of incorporation)

4. Perpetual

(Duration)

5. Applied For.

(Federal Employer Identification number, if applicable)

6. Not yet commenced

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

7. 410 Severn Ave., Suite 406, Annapolis, MD 21403

(Current mailing address)

8. Hotel management

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William F. Burruss, Jr.

Address: 410 Severn Ave., Suite 406

Annapolis, MD 21403

Director: John W. Cullen, IV

Address: 410 Severn Ave., Suite 406

Annapolis, MD 21403

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TALLAHASSEE, FLORIDA

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B. Officers:

President: William F. Burruss, Jr. - D
Address: 310 Severn Ave., Suite 406
Annapolis, MD 21403

Vice President: Sander Mednick
Address: 410 Severn Ave., Suite 406
Annapolis, MD 21403

Secretary: John W. Cullen, IV - D
Address: 410 Severn Ave., Suite 406
Annapolis, MD 21403

Treasurer: John W. Cullen, IV
Address: 410 Severn Ave., Suite 406
Annapolis, MD 21403

(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 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.

Registered agent's signature: Laura R. Dunlap for Laura R. Dunlap, as agent
for Corporation Service Company.

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)

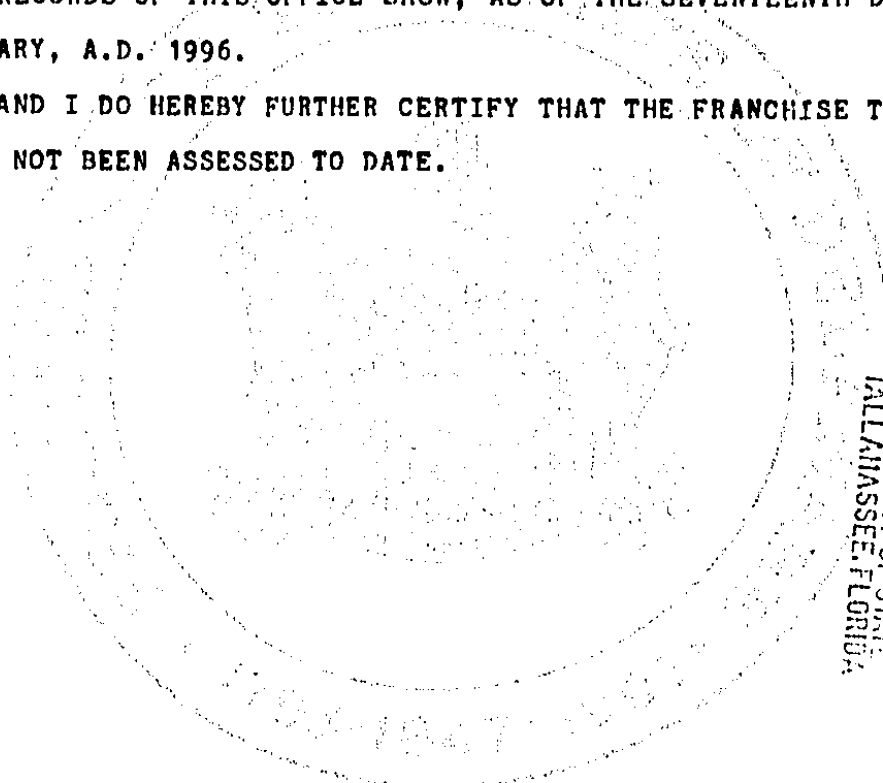
14. Sander Mednick, Vice President
(Name and capacity of person signing application)

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 "FLORIDAN HOTEL MANAGEMENT, 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 SEVENTEENTH DAY OF JANUARY, A.D. 1996.

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



FILED
96 JAN 19 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7793166

DATE: 01-17-96