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January 11, 1996

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

100001690551
-01/17/96--01042--017
*****70.00 *****70.00

Re: Application by Foreign Corp. to
Conduct Business in Florida

Dear Clerk:

W96-1544

Enclosed please find two (2) executed applications by
Cornerstone Hospitality Group, Inc. to conduct business in Florida,
a check made payable to the Secretary of State of Florida for
Seventy (\$70.00) dollars and a Certificate of Good Standing from
the State of Maryland. Please register Cornerstone Hospitality
Group, Inc. as a foreign corporation authorized to conduct business
in Florida.

Thank you for your help and cooperation.

Very truly yours,

THIEBLT, RYAN, MARTIN & FERGUSON

Ann T. Doherty
By: Ann T. Doherty

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DIVISION OF CORPORATIONS
FEB-9 PM 12:43

enclosures



TO: → **FLORIDA DEPARTMENT OF STATE**
Sandra B. Mortham
Secretary of State

January 22, 1996

ANN T. DOHERTY
THIEBLOT, RYAN, MARTIN & FERGUSON, P.A.
4TH FLOOR, THE WORLD TRADE CENTER
BALTIMORE, MD 21202-3091

SUBJECT: CORNERSTONE HOSPITALITY GROUP, INC.
Ref. Number: W96000001544

We have received your document for CORNERSTONE HOSPITALITY GROUP, 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 Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The registered agent must sign accepting the designation.

We have returned both copies of your application - please correct both if you would like a corrected copy returned to you.

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: 696A00002618

**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. Cornerstone Hospitality Group, 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. Maryland
(State or country under the law of which it is incorporated)
3. 56-1770184
(FEI number, if applicable)
4. 9/10/92
(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 617.150, F.S.)
7. 1640 Powers Ferry Road, Building Twenty
Marietta, Georgia 30067
(Current mailing address)
8. Property and hotel management
(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: CT Corp. System, Inc.
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: Dale H. Morris, ASST. SECY
(Registered agent's signature)

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 * No Directors - Close Corporation

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Deborah L. Cannon

Address: 1640 Powers Ferry Road, Building 20

Marietta, Georgia 30067

Vice President: Charles Taylor

Address: 1640 Powers Ferry Road, Building 20

Marietta, Georgia 30067

Secretary: Charles S. Taylor

Address: 1640 Powers Ferry Road, Building 20

Marietta, Georgia 30067

Treasurer: Charles S. Taylor

Address: 1640 Powers Ferry Road, Building 20

Marietta, Georgia 30067

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

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

14. Deborah L. Cannon President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

412652

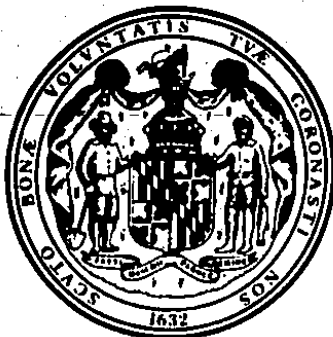
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CORNERSTONE HOSPITALITY GROUP, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF DECEMBER, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER