

1201 HAYS STREET
TALLAHASSEE, FL 32301
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800-342-8086

F96000002094

ACCOUNT NO. : 072100000032

REFERENCE : 926445 4346767

AUTHORIZATION *Patricia Pyatt*

COST LIMIT : \$ 70.00

ORDER DATE : April 22, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 926445

CUSTOMER NO: 4346767

800001793168

CUSTOMER: Beverly A. Houston, Legal Asst
Wyndham Hotels & Resorts
2001 Bryan St.
Ste. 2300
Dallas, TX 75201

W96-2846

FOREIGN FILINGS

NAME: WHCMB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 24 AM 8:06

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1996

CSC NETWORKS

SUBJECT: WHCMB INC.
Ref. Number: W96000008846

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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".

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 896A00019398

APPLICATION FOR FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

WHCMB INC.

1. _____
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import must appear, 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.)

DELAWARE

2. _____
(State or country under the laws of which it is incorporated)

3. 2/16/96 4. Perpetual
(Date of Incorporation) (Duration)

5. 75-2636075
(Federal Employer Identification number, if applicable)

UPON QUALIFICATION

6. _____
(Date first transacted business in Florida pursuant to sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2001 Bryan Street, Suite 2300, Dallas, Texas 75201
(Corporate office address)

8. Hotel Business & 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Leslie V. Bentley 2001 Bryan Street, Suite 2300, Dallas, TX 75201

Address: _____

Director: Eric A. Danziger 2001 Bryan Street, Suite 2300, Dallas, TX 75201

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 24 PM 8:05

9. Officers:

President: JAMES D. CARREKER

Address: 2001 Bryan Street, Suite 2300
Dallas, TX 75201

Vice President: Leslie V. Bentley

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, TX 75201

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of registered agent:

Name: The Prentice-Hall Corporation System, Inc.
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: Debra L. Vincent
Debra L. Vincent
Assistant Secretary

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. Elise M. Turner
(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)

14. Elise M. Turner-Secretary
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHCMB, 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 TWENTY-SECOND DAY OF APRIL, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 24 AM 8:06



Edward J. Freel

Edward J. Freel, Secretary of State

2593498 8300

960115116

AUTHENTICATION: 7916110

DATE: 04-22-96