

**F96000002823**

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

**CSC networks**  
PRESTON HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971764 4370110

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 31, 1996

ORDER TIME : 11:28 AM

ORDER NO. : 971764

CUSTOMER NO: 4370110

700001850417

CUSTOMER: Ruth L. Lathem, Legal Asst  
Ashford Financial  
14180 Dallas Parkway  
Suite #700  
Dallas, TX 75240

FOREIGN FILINGS

NAME: CORAL GABLES FLORIDA HOTEL  
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -4 AM 11:45

RECEIVED  
96 JUN -4 PM 12:12  
DIVISION OF CORPORATION

26/6



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1996

CSC NETWORKS

SUBJECT: CORAL GABLES FLORIDA HOTEL CORP.  
Ref. Number: W96000011766

*File*  
**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:

A brief description of the entity's nature of business must be included in the document.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 996A00027853

RECEIVED  
JUN 9 1996  
TALLAHASSEE

**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. CORAL GABLES FLORIDA HOTEL CORP.

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

3.                       
(FBI number, if applicable)

4. May 21, 1996  
(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 617.155, F.S.)

7. 14180 Dallas Parkway, Suite 700  
Dallas, Texas 75240

(Current mailing address)

To engage in any lawful act or activity without limitation for which a corporation

8. may be organized under the general corporation law of Delaware  
(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:**

The Prentice-Hall Corporation  
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.*

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber, Asst. V.P.  
(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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**DIRECTORS****NAME****ADDRESS**

Monty Bennett,

Pacific Center 1  
14180 Dallas Pkwy  
Dallas, Texas 75240

Martin L. Edelman

280 Park Avenue  
New York, NY 10017

Richard L. Fisher

299 Park Avenue  
New York, NY 10017

Marc Leland

Potomac Tower  
1001 19th Street N  
Arlington, VA 22209**OFFICERS****NAME****TITLE****ADDRESS**

Richard L. Fisher

President

299 Park Avenue  
New York, NY 10017

Martin L. Edelman

Vice President  
and Secretary280 Park Avenue  
New York, NY 10017

David Kimichik

Vice President and  
TreasurerPacific Center 1  
14180 Dallas Pkwy  
Dallas, Texas 75240

David A. Brooks

Vice President

Pacific Center 1  
14180 Dallas Pkwy  
Dallas, Texas 75240

Marc Leland

Vice President

Potomac Tower  
1001 19th Street N  
Arlington, VA 22209

Monty Bennett

Vice President

Pacific Center 1  
14180 Dallas Pkwy  
Dallas, Texas 75240

Nancy J. Esh

Assistant  
Secretary280 Park Avenue  
New York, NY 10017

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

A. DIRECTORS SEE ATTACHED

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS SEE ATTACHED

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.

  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

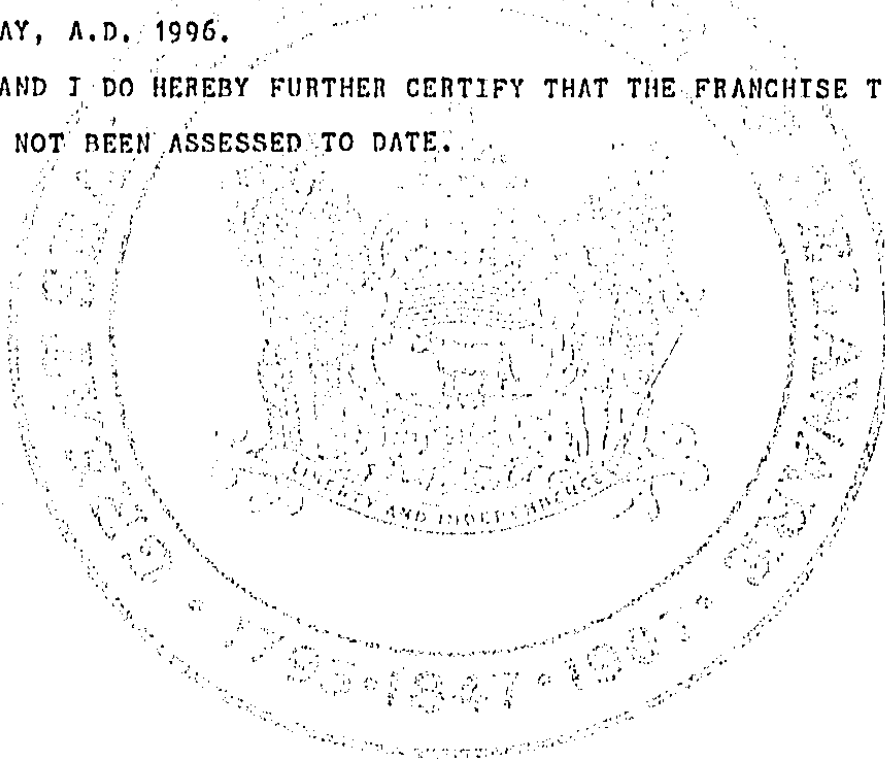
David A. Brooks, Vice President of Coral Gables Florida Hotel Corp.  
(Typed or printed name and capacity of person signing application)

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 "CORAL GABLES FLORIDA HOTEL CORP." 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 THIRTY-FIRST DAY OF MAY, A.D. 1996.

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



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -4 AM 11:45



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7968066

DATE: 05-31-96