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F96000002847

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

800001854688  
-06/07/96--01005--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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Master Preferred Hotels, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Resurrection

☐ Change of R.A.

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## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. MASTER PREFERRED HOTELS, 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. Delaware

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

3. Pending

(FEI number, if applicable)

4. May 24, 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 617.156, F.S.))

7. 6900 E. 2nd Street, Scottsdale, Arizona 85251

(Current mailing address)

8. To serve as the general partner of Master Preferred Hotels, L.P., a Delaware limited partnership.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan  
(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

Chairman: Eugene Kaulius

Address: 6900 E. 2nd Street

Scottsdale, Arizona 85251

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

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

\_\_\_\_\_

Director: Frank Granstein

Address: 6900 E. 2nd Street

Scottsdale, Arizona 85251

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

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

\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

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

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

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

14. Paul Poer, Vice President  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
MASTER PREFERRED HOTELS, INC.**

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1. Eugene Kaulius, Chairman of the Board  
6900 E. 2nd Street  
Scottsdale, Arizona 85251
2. Frank Orenstein, President  
6900 E. 2nd Street  
Scottsdale, Arizona 85251
3. Charles A. Wright, Vice President-Finance and Secretary  
6900 E. 2nd Street  
Scottsdale, Arizona 85251
4. Paul Poor, Secretary  
6900 E. 2nd Street  
Scottsdale, Arizona 85251
5. Morley Greene, Asst. Secretary  
700 E. Georgia St., #2910  
Vancouver, B.C. Canada V7X 1B6

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 "MASTER PREFERRED HOTELS, 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 THIRD DAY OF JUNE, 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  
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7970242

06-03-96