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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500001920745
-08/13/96--01142--010
*****78.75 *****78.75

SUBJECT: American Hospitality Management Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

VICKI RICHMAN
(Name of Person)

American Hospitality Management Co
(Firm/Company)

1500 S. Highway 100 #375
(Address)

MINNEAPOLIS, MN 55416
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

VICKI RICHMAN at (112) 591-7640.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned VICKI RICHMAN do hereby certify

that this Resolution of the Board of Directors of AMERICAN HOSPITALITY
MANAGEMENT COMPANY

a corporation duly organized and existing under the laws of the State of MINNESOTA

was duly adopted on AUGUST 1, 1996

Be it resolved, that AMERICAN HOSPITALITY MANAGEMENT COMPANY

organized and existing in the State of MINNESOTA, hereby adopts the name
AMERICAN HOSPITALITY MANAGEMENT COMPANY
OF MINNESOTA for use in Florida.

Dated: 8-1-96

[Signature]
Signature of either Chairman, Vice Chairman or any officer

V.P. & Sec'y
Type or print name

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TALLAHASSEE, FLORIDA

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. AMERICAN HOSPITALITY MANAGEMENT COMPANY
(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. MINNESOTA 3. 41-1629849
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 12/18/88 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. 8/30/96
(Date first transacted business in Florida. (See sections 817.1501, 807.1502, and 817.155, F.S.)
7. 1500 S. HIGHWAY 100 #325
MINNEAPOLIS MN 55416
(Current mailing address)
8. General Business - Hotel Management
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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 TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent:

Name: ROBERT DADY

Office Address: ROTHAM, HARK, SCHROEDER, & Kaufman

100 SE 2nd St #4000, Florida
Miami, FL 33131 (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.

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: KIRBY D. PAYNE

Address: 1500 S. HIGHWAY 100 #375
MINNEAPOLIS, MN 55416

Vice Chairman: _____

Address: _____

Director: KIRBY D. PAYNE

Address: 1500 S. HIGHWAY 100 #375
MINNEAPOLIS, MN 55416

Director: NO OTHER DIRECTORS

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: KIRBY D. PAYNE

Address: 1500 S. HIGHWAY 100 #375
MINNEAPOLIS, MN 55416

Vice President: VICKI RICHMAN

Address: 1500 S. HIGHWAY 100 #375
MINNEAPOLIS, MN 55416

Secretary: VICKI RICHMAN

Address: See above

Treasurer: KIRBY D. PAYNE

Address: See above

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

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

14. VICKI RICHMAN V.P. & Sec'y
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

Certificate of Good Standing

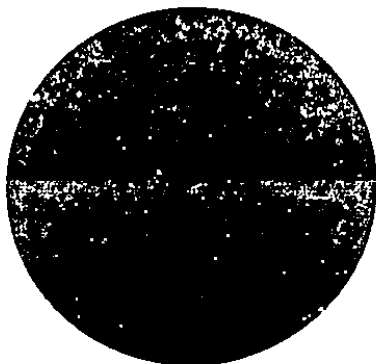
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: American Hospitality Management Company

Date Formed: 12/12/1988

Chapter Governed By: 302A

This certificate has been issued on 07/31/96.



Joan Anderson Growe
Secretary of State.