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DIVISION OF CORPORATION
ACCOUNT NO. 072100000032

REFERENCE : 102942 91243A

AUTHORIZATION : *Patricia P. P.*

COST LIMIT : \$ 70.00

ORDER DATE : September 30, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 102942

500001961295

CUSTOMER NO: 91243A

CUSTOMER: Amy Reuter, Legal Asst
Interstate Hotels Corporation
Foster Plaza
680 Andersen Drive
Pittsburgh, PA 15220

FOREIGN FILINGS

NAME: IHC MEMBER CORPORATION

12 10/1

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DIVISION OF CORPORATIONS
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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

**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. INC MEMBER CORPORATION
(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 3. 25-1770158
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/3/95 5. Perpetual
(Date of incorporation) (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. Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220
(Current mailing address)
8. To act as a general partner in a 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: Corporation Service Company
Office Address: 1201 Navy Street
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.

Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor, Authorized Representative

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

Director ~~CHAIRMAN~~: W. Thomas Parrington, Jr.

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Director ~~VICEDIRECTOR~~: J. William Richardson

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Director: Marvin I. Droz

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Director:

Address:

B. OFFICERS

President: W. Thomas Parrington, Jr.

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Vice President: J. William Richardson

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Secretary: Marvin I. Droz

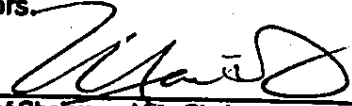
Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

Treasurer: J. William Richardson

Address: Foster Plaza X, 680 Andersen Drive
Pittsburgh, PA 15220

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)

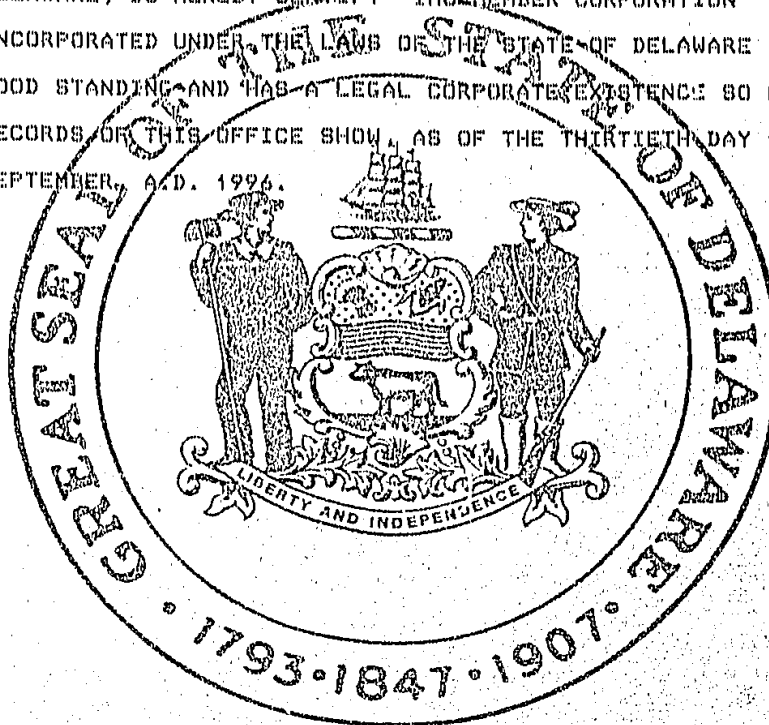
14.

Marvin I. Droz Secretary
(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 ~~THE MEMBER CORPORATION~~ 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 THIRTIETH DAY OF
SEPTEMBER, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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09-30-96