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Charles E. Pellicer
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October 9, 1996

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

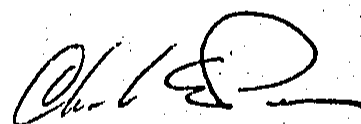
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*****70.00 *****70.00

Gentlemen:

W96-21710

I am submitting herewith the transmittal letter and the completed Application by Foreign Corporation to transact business in Florida. I have also enclosed a check in the amount of \$70.00 for the registration fee. If you have any questions please call me.

Yours truly,


Charles E. Pellicer

CEP/hta
7238.00096
enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 14 PM 3:36
EL
10/17

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WFP, Inc.
(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:

Robert C. Marriott
(Name of Person)

(Firm/Company)

22 Avenida Menendez
(Address)

St. Augustine, FL 32084
(City/State/Zip)

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

Robert C. Marriott
(Name of Person)

at (904) 829-2915
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

backdate?

October 14, 1996

CHARLES E. PELLICER, ATTORNEY AT LAW
28 CORDOVA STREET
POST OFFICE DRAWER 2230
ST. AUGUSTINE, FL 32085-2230

SUBJECT: WPF, INC. doing business in Florida as WPF INNS, INC.
Ref. Number: W96000021710

We have received your document for WPF, INC. doing business in Florida as WPF INNS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we are returning your certificate of existence, as the name it shows is not the same as the name listed in line 1 of your application. This certificate shows the name as "WFP, INC." rather than as "WPF, INC."

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00046621

*Karen Anderson called
10/16 - should be
WFP, throughout.
The CUS is correct.*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

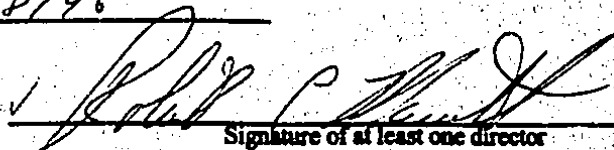
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert C. Marriott, do hereby certify
that this Resolution of the Board of Directors of WFP, Inc.

a corporation duly organized and existing under the laws of the State of North Carolina,
was duly adopted on November 7,, 19 95.

Resolved, that WFP, Inc., organized
and existing in the State of North Carolina, hereby adopts the
name WFPInns, Inc.
for use in Florida.

Dated: 10/8/96


Signature of at least one director

INHS19(3/95)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. WFP, 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. North Carolina
(State or country under the law of which it is incorporated)
3. 561968000
(FEI number, if applicable)
4. November 7, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 5, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. 22 Avenida Menendez
St. Augustine, FL 32084
(Current mailing address)
8. For the purpose of creating a business corporation.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Charles E. Pellicer
Office Address: 28 Cordova Street
St. Augustine, Florida, 32084
(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.

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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: Robert C. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

Vice Chairman: Donna K. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

Director:
Address:

Director:
Address:

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


President: Robert C. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

Vice President: Donna K. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

Secretary: Donna K. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

Treasurer: Robert C. Marriott
Address: 22 Avenida Menendez
St. Augustine, FL 32084

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. _____
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

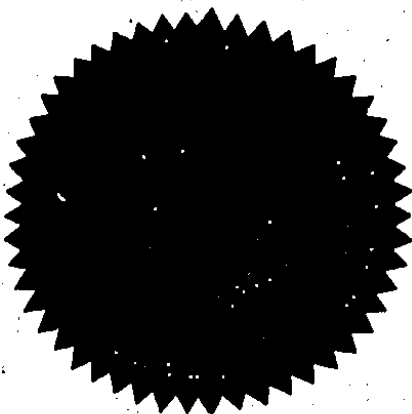
I, **JANICE H. FAULKNER**, *Secretary of State of the State of North Carolina*, do hereby certify that

WFP, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 7th day of November, 1995, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of September, 1996.



Janice H. Faulkner
Secretary of State

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