

F96000005790

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

300001998069--8
-11706296--01067--023
*****70.00 *****70.00

Sternlight Holdings II, Inc

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
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☐ Call if Problem
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☐ Change of R.A.
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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. STERNLIGHT HOLDINGS II, 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. 36-3892269
(FEI number, if applicable)
4. 5/3/93
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o Starwood Capital Group, Inc.
Three Pickwick Plaza
Greenwich CT 06830
(Current mailing address)
8. _____
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

Dwight A. Coots, Asst. Secy.
(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: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED RIDER

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TOTAL P.04

Treasurer: _____

Address: _____

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. Madison E. Grose, Executive Vice President
(Typed or printed name and capacity of person signing application)

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STERNLICHT HOLDINGS II, INC.

Director

Barry S. Sternlicht

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Officers

President and
Chief Executive Officer:

Barry S. Sternlicht

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Executive Vice President &
Assistant Secretary:

Madison F. Grose

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Executive Vice President:

Jay Sugarman

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Executive Vice President:

Eugene A. Gorab

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Senior Vice President,
Secretary and
Chief Financial Officer:

Jerome C. Silvey

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Senior Vice President:

Jonathan D. Eilian

Business Address: c/o Starwood Capital Group I, L.P.
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Greenwich, Plaza 06830

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Senior Vice President:

Merrick Kleeman

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

Jeffrey Dishner

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

James G. Babb

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

J. Peter Paganelli

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

Geoff Beer

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

Elizabeth Behnke

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
Greenwich, Plaza 06830

Vice President:

Jennifer Albero

Business Address: c/o Starwood Capital Group I, L.P.
Three Pickwick Plaza, Suite 250
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Assistant Vice President:

Roger Cozzi

Business Address: c/o Starwood Capital Group I, L.P.
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State of Delaware
Office of the Secretary of State

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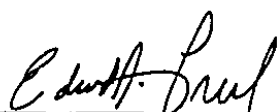
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STERNLICHT HOLDINGS II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8174491

11-01-96