

F 970000006351



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 618447 91243A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1997

ORDER TIME : 2:20 PM

ORDER NO. : 618447-015

000002361380--5

CUSTOMER NO: 91243A

CUSTOMER: Ms. Janet Marzullo  
Interstate Hotels Corporation  
Foster Plaza  
680 Andersen Drive  
Pittsburgh, PA 15220

FOREIGN FILINGS

NAME: FS DEVELOPMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -2 PM 3:25

*12/2*

RECEIVED  
97 DEC -2 PM 2:40  
DIVISION OF CORPORATIONS  
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. FS Development 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. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 24, 1997 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 817.155, F.S.)
7. Foster Plaza X, 680 Andersen Drive  
Pittsburgh, PA 15220  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**9. Name and street address of Florida registered agent:**

Name: Corporation Service Company

Office Address: 1201 Rags 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.*

  
(Registered agent's signature)

Karen B. Rozar, As Its Agent

**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

Director W. Thomas Parrington, Jr.  
~~Chairman:~~  
Address: Foster Plaza X, 680 Andersen Drive  
Pittsburgh, PA 15220

Director  
~~Vice Chairman:~~ 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


Please See List of Officers Attached.  
President:  
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.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Timothy Q. Hudak, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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## FS DEVELOPMENT CORPORATION

### List of Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Milton Fine	Chairman of the Board	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220
W. Thomas Parrington, Jr.	President	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220
Robert L. Froman	Vice President	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220
J. William Richardson	Vice President and Treasurer	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220
Marvin I. Droz	Secretary	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220
Timothy Q. Hudak	Assistant Secretary	Foster Plaza X 680 Andersen Drive Pittsburgh, PA 15220

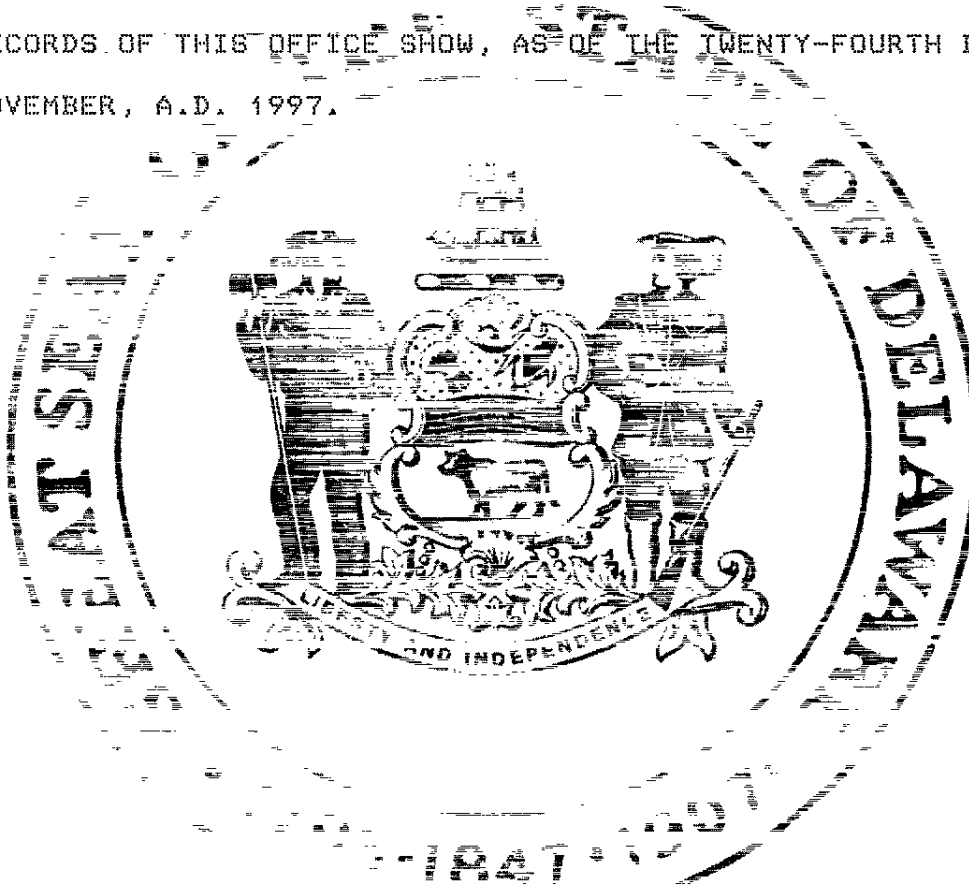
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FS DEVELOPMENT 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8775082

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DATE:

11-24-97