



THE UNITED STATES CORPORATION COMPANY

97000006394

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ACCOUNT NO 072100000032

REFERENCE : 609768 4324331

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 70.00

ORDER DATE : November 21, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 609768-010

100002358771--9

CUSTOMER NO: 4324331

CUSTOMER: Jean Obetz, Legal Asst  
Prime Hospitality Corp.  
700 Route 46 East

Fairfield, NJ 07004

W97-26761

WR 12/4

FOREIGN FILINGS

NAME: CALDWELL HOLDING CORP.

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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
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ACP



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 1, 1997

CSC  
ATTN: ACP

SUBJECT: CALDWELL HOLDING CORP.  
Ref. Number: W97000026761

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DIVISION OF CORPORATION

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 997A00056680

**RESUBMIT**

Please give original  
submission date as file date.

JAT

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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DIVISION OF CORPORATIONS  
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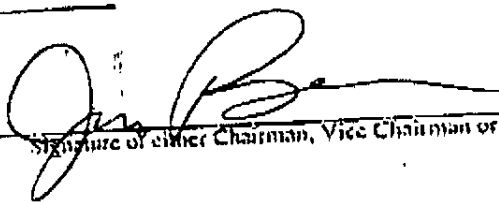
I, the undersigned Joseph Bernadino, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Caldwell Holding Corp.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DE  
was duly adopted on September 17, 19 97

Be it resolved, that Clifton Holding Corp.  
(Corporate Name)  
organized and existing in the State of DE, hereby adopts the name  
CHC Holding Corp. for use in Florida.

Dated: 12/3/97

  
Signature of either Chairman, Vice Chairman or any officer

Joseph Bernadino, Secretary  
Type or print name

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. Caldwell Holding Corp. (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. 22-3449889 (FEI number, if applicable)

4. 6/21/96 (Date of Incorporation) 5. Perpetual (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. 700 Rt. 46 E. Fairfield, NJ 07004 (Current mailing address)

8. Hotel leasing and/or operation (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: Corporation Service Company Office Address: 1201 Hays 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.

By: Vicki Schreiber, Asst. V.P. (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: David A. Simon  
Address: 700 Rt. 46 E.,  
Fairfield, NJ 07004

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

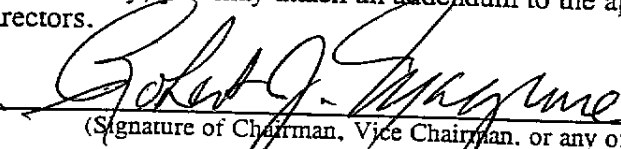
President: David A. Simon  
Address: 700 Rt. 46 E.  
Fairfield, NJ 07004

Vice President: Robert J. Maguire  
Address: 700 Rt. 46 E.  
Fairfield, NJ 07004

V.P. & Secretary: Joseph Bernadino  
Address: 700 Rt. 46 E.  
Fairfield, NJ 07004

Treasurer: Douglas Vicari  
Address: 700 Rt. 46 E.  
Fairfield, NJ 07004

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

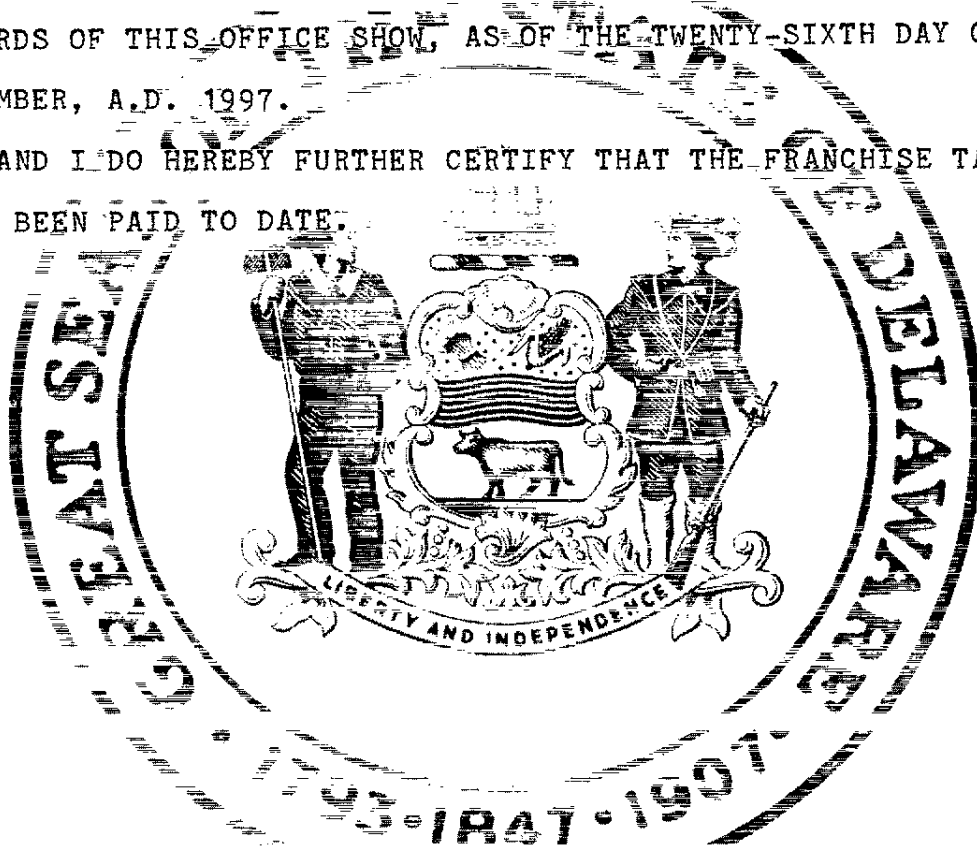
13.    
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert J. Maguire , V.P.  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY " CALDWELL HOLDING CORP." 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-SIXTH DAY OF NOVEMBER, A.D. 1997.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8780341

DATE: 11-26-97