



THE UNITED STATES
CORPORATION
COMPANY

970000006619

ACCOUNT NO. : 072100000032

REFERENCE : 634133 7129995

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : December 12, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 634133-005

CUSTOMER NO: 7129995

CUSTOMER: Ms. Jennifer Sherk
Westin Hotels & Resorts
2001 6th Avenue

100002371681--3

Seattle, WA 98121

W 97-27884

FOREIGN FILINGS

NAME: WHC PAYROLL COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ACP

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DIVISION OF CORPORATIONS
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RECEIVED
97 DEC 15 AM 11:39
DIVISION OF CORPORATION

12/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1997

CSC
ATTN: ACP

SUBJECT: WHC PAYROLL COMPANY
Ref. Number: W97000027884

We have received your document for WHC PAYROLL COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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: 797A00058849

RESUBMIT

Please give original
submission date as file date.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
211 NORTH GULF BLVD
TALLAHASSEE, FL 32314

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. WHC Payroll Company
(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. Nevada 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 10, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Only after qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o The Westin Hotel Company
2001 6th Ave., Seattle, WA 98121
(Current mailing address)
8. Payroll company
(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: Corporation Service Company
[Signature]
(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.

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: Please see attached list

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please see attached list

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.

Catherine L. Walker

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

14.

Catherine L. Walker, Vice President & Secretary

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

Directors, Officers, etc.

WHC Payroll Company as of Friday, December 12, 1997

Tuesday, December 09, 1997

OFFICERS:

Kevin E. Hylton Vice President and Assistant Treasurer

Primary 2001 Sixth Avenue, 11th Floor, Seattle, WA 98121

Address:

Richard Lee Mahoney President

Primary 2001 Sixth Avenue, 15th Floor, Seattle, WA 98121

Address:

Douglas Calvin Suttan Vice President and Treasurer

Primary 2001 Sixth Avenue, 11th Floor, Seattle, WA 98121

Address:

Ruth Ellen Valine Assistant Secretary

Primary 2001 Sixth Avenue, 15th Floor, Seattle, WA 98121

Address:

Catherine Louise Walker Vice President and Secretary

Primary 2001 Sixth Avenue, 15th Floor, Seattle, WA 98121

Address:

DIRECTORS:

Fred John Kleisner Director

Primary 2001 6th Ave., 15th Floor, Seattle, WA 98121

Address:

Richard Lee Mahoney Director

Primary 2001 6th Ave., 15th Floor, Seattle, WA 98121

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Directors, Officers, etc.

Address:

Douglas Calvin Suttan Director

Primary 2001 6th Ave., 11th Floor, Seattle, WA 98121

Address:

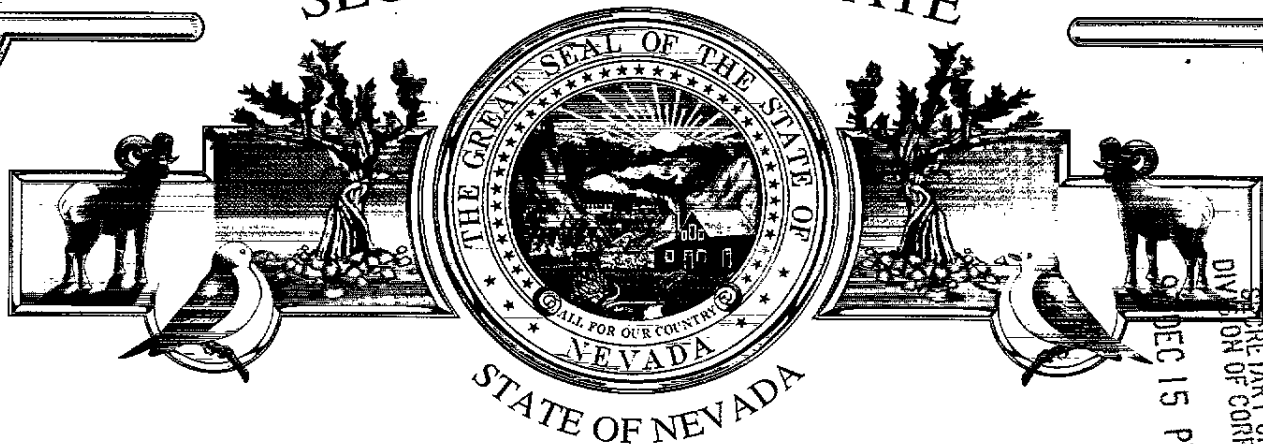
Catherine Louise Walker Director

Primary 2001 6th Ave., 15th Floor, Seattle, WA 98121

Address:

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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DIVISION OF CORPORATIONS
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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WHC PAYROLL COMPANY**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 10, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 11, 1997.



Dean Heller

Secretary of State

By

Beverly Bavenport

Certification Clerk