

F97000006851



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 648996 4341372

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 1997

ORDER TIME : 11:07 AM

ORDER NO. : 648996-005

CUSTOMER NO: 4341372

CUSTOMER: Lori Mcpherson, Legal Asst
Sherrard & Roe
424 Church Street, 20th Floor
Third National Financial Cente
Nashville, TN 37219

100002382581--2

RECEIVED
97 DEC 24 PM 1:03
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: WHS LICENSING GP 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

H 12/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:24

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. WHS Licensing GP 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. Tennessee 3. 62-1619446
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/30/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/1/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. One Gaylord Drive
Nashville, TN 37214
(Current mailing address)
8. General Partner of entity that will own and license intellectual property.
(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: Karen B. Rozar
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:24

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark Levy

Address: One Gaylord Drive

Nashville, TN 37214

Director: Terry E. London

Address: One Gaylord Drive

Nashville, TN 37214

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

President: Terry E. London

Address: One Gaylord Drive

Nashville, TN 37214

Vice President: Eric Westin

Address: One Gaylord Drive

Nashville, TN 37214

Secretary: Rod Connor

Address: One Gaylord Drive

Nashville, TN 37214

Treasurer: Robert E. Seiffert

Assist. Treasurer: Rod Connor

Address: One Gaylord Drive

One Gaylord Drive

Nashville, TN 37214

Nashville, TN 37214

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

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/16/1997
REQUEST NUMBER: 97350100
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/30/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0302287
JURISDICTION: TENNESSEE

TO:
SHERRARD & ROE
414 CHURCH STREET
NASHVILLE, TN 37219

REQUESTED BY:
SHERRARD & ROE
414 CHURCH STREET
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"WHS LICENSING GP CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:24

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/16/97

FROM:
SHERRARD & ROE (424 CHURCH ST.)
424 CHURCH STREET
SUITE 2000
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002216965
ACCOUNT NUMBER: 00092398



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE