

F980000000488



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 677045 4329479

AUTHORIZATION

Patricia Pujols

COST LIMIT : \$ 122.50

ORDER DATE : January 21, 1998

ORDER TIME : 3:50 PM

ORDER NO. : 677045-005

CUSTOMER NO: 4329479

200002412542--7

W98-1826

CUSTOMER: Karen Didea, Legal Asst
Baker & Hostettler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

FOREIGN FILINGS

NAME: HPI ORLANDO, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 3:02

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 27, 1998

CSC

SUBJECT: HPI ORLANDO, INC.
Ref. Number: W98000001826

RESUBMIT

Please give original
submission date as file date.

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

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's date of incorporation/organization must be listed in the document.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 598A00004454

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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. HPI ORLANDO, 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. 52-2075438
(FEI number, if applicable)
4. 1/21/98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing date of application to transact business.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5445 Forbes Place
Orlando, Florida 32812-9010
(Current mailing address)
8. See attached Exhibit "A"
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: [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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Karl Daniel Heininger

Address: _____

Director: Patrick M. Gaffney

Address: _____

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

President: Karl Daniel Heininger

Address: _____

Vice President: See Attached Exhibit "B"

Address: _____

Secretary: Joan Rector McGlockton

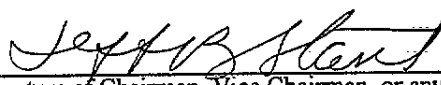
Address: _____

Treasurer: Karl Daniel Heininger

Address: _____

*See Exhibit "B" for additional officers.

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. JEFF B. STANT ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

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Exhibit "A"

The Corporation's business and purpose shall consist solely of the following:

(i) the acquisition, ownership, operation and management of the real estate project known as Renaissance Orlando Hotel-Airport located at 5445 Forbes Place, Orlando, Florida 32812-9010 (the "Property"), pursuant to and in accordance with this Certificate of Incorporation;

(ii) to sell, assign, transfer, lease, mortgage, pledge and otherwise deal with the Property; and

(iii) to engage in such other lawful activities permitted to corporations by the General Corporation Law of the State of Delaware as are incidental, necessary, or appropriate to the foregoing.

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01/21/1998

**Marriott International, Inc.
10400 Fernwood Road
Bethesda, MD 20817**

EXHIBIT B

Page Number :

1

**Corporate Subsidiaries
Officer Listing**

Corporation : HPI ORLANDO, INC.

<u>Position</u>	<u>Name</u>
Assistant Secretary(ies):	Carol Bruff
Assistant Secretary(ies):	G. Cope Stewart III
Assistant Secretary(ies):	Jeff B. Stant
Assistant Secretary(ies):	M. Lester Pulse Jr.
Assistant Secretary(ies):	Maritza Cordero
Assistant Secretary(ies):	Nancy L. Benz
Assistant Secretary(ies):	Patrick M. Gaffney
Assistant Secretary(ies):	Ward R. Cooper
Assistant Treasurer(s):	Carolyn B. Handlon
Director(s):	Karl Daniel Heining
Director(s):	Patrick M. Gaffney
President:	Karl Daniel Heining
Secretary:	Joan Rector McGlockton
Treasurer:	Karl Daniel Heining
Vice President(s):	Kevin M. Kimball
Vice President(s):	Patrick M. Gaffney
Vice President(s):	Todd Clist

**Business address: 10400 Fernwood Road
Bethesda, Maryland 20817**

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MPI ORLANDO, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1998~~

AND I ~~DO~~ HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE ~~NOT~~ BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

01-26-98

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