

F980000001620

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: USFS Management, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002463581--4
-03/20/98--01080--003
*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephen D. Aronson
(Name of Person)
USFS Management, Inc.
(Firm/Company)
13 Corporate Square, Suite 250
(Address)
Atlanta, Georgia 30329
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Stephen D. Aronson at (404) 235-7463
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

BODKER, RAMSEY & ANDREWS

A PROFESSIONAL CORPORATION
ATTORNEYS & COUNSELORS-AT-LAW

SUITE 615
1800 PEACHTREE STREET, N. W.
ATLANTA, GEORGIA 30309-2507

Facsimile:
(404) 352-1285

Telephone:
(404) 351-1615

E-Mail JAY@BRALAW.COM

March 19, 1998

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: USFS Management, Inc.
State Qualification
Our File No. 3800.82

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Dear Sir/Madam:

Enclosed please find the following documents in connection with the above-referenced matter:

- (1) Transmittal Letter (original);
- (2) Application by Foreign Corporation for Authorization to Transact Business in Florida (original);
- (3) Certificate of Existence (original); and
- (4) Check in the amount of \$70 to cover the filing fee.

Please process the above documents and return the acknowledgment of filing to the undersigned at the above address.

Qualification/Tax Lien Section

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Do no hesitate to contact this office if you have any questions or comments.

Sincerely,

BODKER, RAMSEY & ANDREWS
A Professional Corporation

Jay A. Boelter
For the Firm

JAB/cld
Enclosures

usfs/tl-ltr.b6/4628

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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. USFS Management, 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. Georgia 3. 58-2373271
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 18, 1998 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. 13 Corporate Square, Suite 250
Atlanta, Georgia 30329
(Current mailing address)

8. Hotel management and Franchising
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

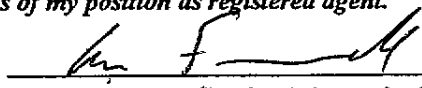
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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)
ALLAN FARNELL, ASSISTANT SECRETARY

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: Michael A. Leven

Address: 13 Corporate Square, Suite 250

Atlanta, Georgia 30329

Vice Chairman: Neal K. Aronson

Address: 13 Corporate Square, Suite 250

Atlanta, Georgia 30329

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached Exhibit "A"

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

14. Stephen D. Aronson, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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SCHEDULE "A"

List of Officers

<u>Office</u>	<u>Names</u>	<u>Business Address</u>	<u>Date when term expires</u>
Chairman, President and Chief Executive Officer	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	At will of Board of Directors, or until officer's earlier death, resignation, removal, retirement or disqualification
Executive Vice President, Chief Financial Officer	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
Secretary	Stephen D. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	
Executive Vice President,	James D. Darby	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
Executive Vice President	David E. Shaw, Sr.	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	
Executive Vice President,	Steven M. Romanelli	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above

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<u>Office</u>	<u>Names</u>	<u>Business Address</u>	<u>Date when term expires</u>
Board of Directors	Michael A. Leven	13 Corporate Square Suite 250 Atlanta, GA 30329	Same as above
Board of Directors	Neal K. Aronson	13 Corporate Square Suite 250 Atlanta, GA 30329	Same as above

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980780221
CONTROL NUMBER : 9806439
DATE INC/AUTH/FILED: 02/18/1998
JURISDICTION : GEORGIA
PRINT DATE : 03/19/1998
FORM NUMBER : 211

BODKER RAMSEY & ANDREWS
JAY A BOELTER
1800 PEACHTREE ST STE 615
ATLANTA, GA 30309

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

USFS MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State