

F98000002631



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 807031 4380006

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : May 5, 1998

ORDER TIME : 10:05 AM

ORDER NO. : 807031-005

CUSTOMER NO: 4380006

CUSTOMER: Ms. Susan Wallace, Dept 72.862
Host Marriott Corporation
10400 Fernwood Rd.

Bethesda, MD 20817

600002517086--5

FOREIGN FILINGS

NAME: HMC NGL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

805/8
98 MAY -8 PM 1:56
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -8 AM 11:08
RECEIVED
DIVISION OF CORPORATION

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. HMC NGL, 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. applied for
(FEI number, if applicable)
4. 5/4/98
(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. 10400 Fernwood Road, Dept. 72/862
Bethesda, MD 20817-1109
(Current mailing address)
8. Develop and own a hotel
(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.

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: Christopher G. Townsend

Address: 10400 Fernwood Road
Bethesda, MD 20817

Director: Robert E. Parsons, Jr.

Address: same as above

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

President: Robert E. Parsons, Jr.

Address: same as above

Vice President: Christopher J. Nassetta/ Bruce D. Wardinski/Christopher G. Townsend/Donald D. Olinger/Richard A. Burton

Address: same as above

Secretary: Christopher G. Townsend

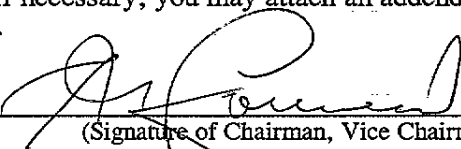
Address: same as above

Treasurer: Bruce D. Wardinski

Address: same as above

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.

Christopher G. Townsend, Vice President

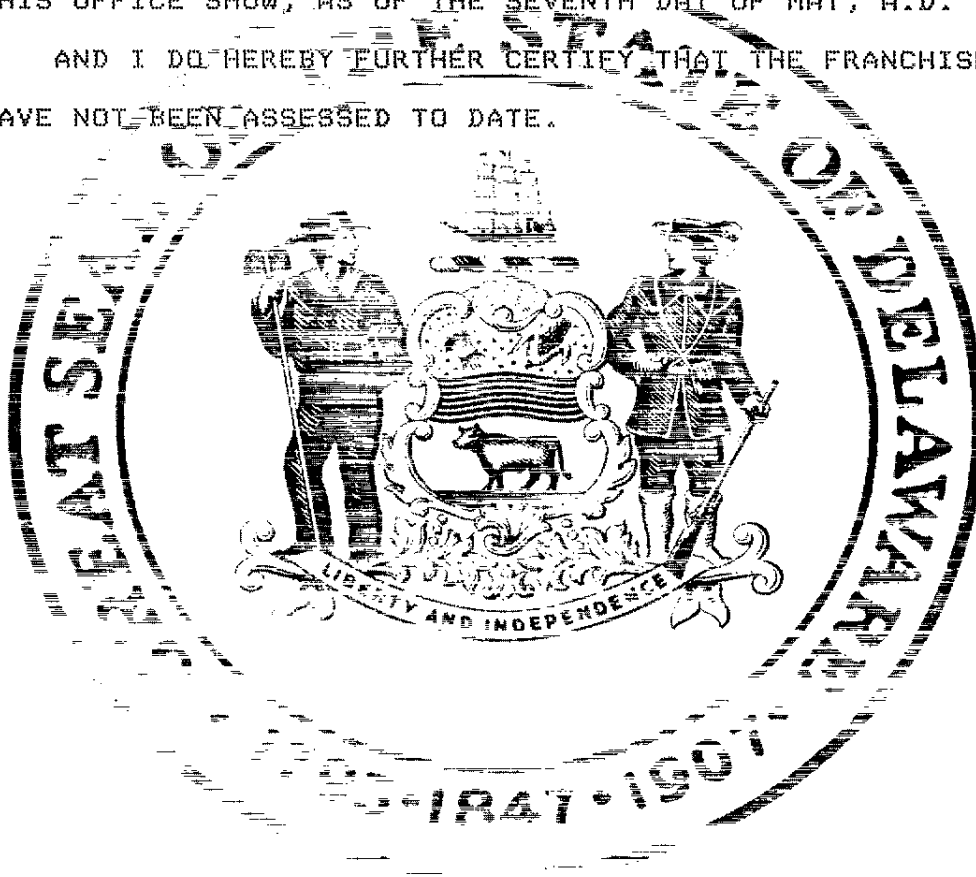
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:56

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMC NGL, 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 SEVENTH DAY OF MAY, A.D. 1998.

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



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY -8 PM 1:56



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981175062

Edward J. Freel

Edward J. Freel, Secretary of State 9067793

AUTHENTICATION:

05-07-98

DATE: