



THE UNITED STATES
CORPORATION
COMPANY

98000003661

ACCOUNT NO. : 072100000032

REFERENCE : 864343 4303940

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 22, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 864343-005

CUSTOMER NO: 4303940

CUSTOMER: Torri Chandler, Paralegal
Holland & Knight
Suite 2300
400 North Ashley Drive
Tampa, FL 33602

600002573496--7
-06/26/98--01051--008
*****35.00 *****35.00

600002573496--7
-06/26/98--01051--009
*****87.50 *****87.50

FOREIGN FILINGS

NAME: PAH-MANAGEMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
98 JUN 26 PM 12:45
RECEIVED
6/26
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA
SECRETARY OF STATE
98 JUN 26 PM 12:07

**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. PAH - Management 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. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. June 1, 1998

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 6/98

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1950 Stemmons Freeway, Suite 6001

Dallas, TX 75207

(Current mailing address)

8. Manages the operations of luxury hotels

(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.

Deborah D. Skipper, agent
(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.

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TALLAHASSEE FLORIDA

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Beverly M. Houston
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

FILED

PAH-MANAGEMENT CORPORATION

**LISTING OF
DIRECTORS AND OFFICERS**

Directors:	Thomas W. Lattin 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	W. Thomas Parrington, Jr. 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207
Officers:	James D. Carreker Chief Executive Officer 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	W. Thomas Parrington, Jr. President 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207
	Karim Alibhai Executive Vice President 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	William W. Evans III Executive Vice President 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207
	Lawrence S. Jones Executive Vice President and Treasurer 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	William Richardson Executive Vice President and Chief Financial Officer 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207
	Carla S. Moreland Secretary 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	Timothy Hudak Assistant Secretary 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207
	Beverly M. Houston Assistant Secretary 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207	Christine Fielding Assistant Secretary 1950 Stemmons Freeway Suite 6001 Dallas, TX 75207

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAH-MANAGEMENT CORPORATION" 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-SECOND DAY OF JUNE, A.D. 1998.

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

FILED
98 JUN 26 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2902691 8300
981240629



9152932
06-22-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: