

F 98000003769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

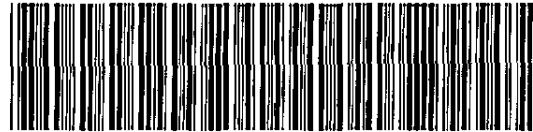
(Business Entity Name)

(Document Number)

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05 MAY 13 PM 12: 21

B. McKnight MAY 20 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WESTIN MANAGEMENT COMPANY SOUTH
(Name of corporation)

DOCUMENT NUMBER: F98000003769

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Sue Henderson
(Name of contact person)

Starwood Hotels & Resorts Worldwide, Inc.
(Firm/Company)

2231 E. Camelback Road, Suite 400
(Address)

Phoenix, AZ 85016
(City/state and zip code)

For further information concerning this matter, please call:

Sue Henderson at (602) 522-0423
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS


Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Westin Management Company South
2. The principal office address: 1111 Westchester Avenue
White Plains, NY 10604
3. The mailing address (if different): 2231 E. Camelback Road, Suite 400
Phoenix, AZ 85016
4. Date of incorporation/qualification: 7/1/1998 Document number: F98000003769
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
CT Corporation System
1200 S. Pine Island Road
(P.O. Box NOT acceptable)
Plantation, FL 33324

05 MAY 13 PM 12: 21

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

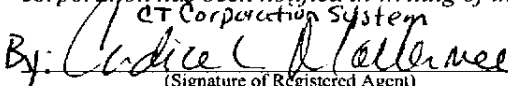


(Signature of an officer or director)

Peter Morrow - Vice President & Ass't Treasurer

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: 

(Signature of Registered Agent)

4-12-05

(Date)

If signing on behalf of an entity:

Candice L. Mallernee, Asst. Secy.

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314