

F980000003770



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 850194 7129995

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 70.00

ORDER DATE : June 9, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 850194-060

CUSTOMER NO: 7129995

CUSTOMER: Ms. Jennifer Sherk
Westin Hotels & Resorts
2001 6th Avenue

Seattle, WA 98121

900002577529--8

FOREIGN FILINGS

NAME: WESTIN ORLANDO MANAGEMENT CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

7/11/98

FILED
98 JUL -1 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL -1 AM 11:22
DIVISION OF CORPORATION

**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. Westin Orlando Management Co.
(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. 91-1877007
(FEI number, if applicable)
4. December 24, 1997
(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,))
7. 777 Westchester Ave.
White plains, NY 10604
(Current mailing address)
Hotel and Resort Management Services To engage in any act or activity for which corporations may be organized.
8. _____
(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)**

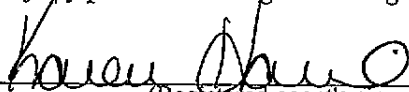
Name: Corporation Service Company

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.


(Registered agent's signature)

Karen Harris, Assistant Vice President

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: 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. Catherine L. Walker
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Catherine L. Walker, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Westin Orlando Management Co.

List of Officers

Name: Fred J. Kleisner
Bus. Addr.: 2001 6th Ave., Seattle, WA 98121

Title: President

Name: Catherine L. Walker
Bus. Addr.: 2001 6th Ave., Seattle, WA 98121

Title: Vice President

Name: Ruth E. Valine
Bus. Addr.: 2001 6th Ave., Seattle, WA 98121

Title: Asst. Secretary

Name: Richard L. Mahoney
Bus. Addr.: 2001 6th Ave., Seattle, WA 98121

Title: Treasurer

Name: Douglas C. Sutton
Bus. Addr.: 2001 6th Ave, Seattle, WA 98121

Title: Asst. Treasurer

List of Directors

Name: Ronald C. Brown
Bus. Addr.: 2001 6th Ave., Seattle, WA 98121

Term:

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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 "WESTIN ORLANDO MANAGEMENT CO." 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 SIXTEENTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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98 JUL -1 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2838276 8300

981232557



9141283
06-16-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: