

F98000006405



ACCOUNT NO. : 072100000032

REFERENCE : 746845 5152386

AUTHORIZATION

Patricia Pizit

COST LIMIT : \$ 35.00

FILED
2002 SEP 19 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 17, 2002

ORDER TIME : 10:22 AM

ORDER NO. : 746845-045

CUSTOMER NO: 5152386

100007851951--8

CUSTOMER: Ms. A. B. Fox
Crestline Hotels & Resorts A
8405 Greensboro Drive
Suite 500
Mc Lean, VA 22102

FOREIGN FILINGS

NAME: CRESTLINE CAPITAL CORPORATION

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
02 SEP 19 AM 11:45
DIVISION OF CORPORATION

N.C.
C. Coullatte SEP 19 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F000006405

Document Number of Corporation (If known)

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TALLAHASSEE, FLORIDA

1. CRESTLINE CAPITAL CORPORATION
(Name of corporation as it appears on the records of the Department of State)

2. Maryland
(Incorporated under laws of)

3. November 23, 1998
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 7, 2002

5. BARCELO CRESTLINE CORPORATION
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

No change
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change
(New jurisdiction)

Tracy M.J. Colden
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Tracy M.J. Colden
(Typed or printed name)

September 9, 2002
(Date)

Exec. VP & Secretary
(Title)

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT CRESTLINE CAPITAL CORPORATION FILED ARTICLES OF MERGER CHANGING ITS NAME FROM CRESTLINE CAPITAL CORPORATION TO BARCELO CRESTLINE CORPORATION WHICH WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON JUNE 7, 2002.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 18, 2002.

Paul B. Anderson

Paul B. Anderson
Charter Division

