

F98000006687



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 049761 7144145

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1998

ORDER TIME : 9:50 AM

300002707183--3

ORDER NO. : 049761-005

CUSTOMER NO: 7144145

CUSTOMER: Ms. Lynn Anne Wiegelman  
Goodwin, Procter & Hoar  
40th Floor  
599 Lexington Avenue  
New York, NY 10022

FOREIGN FILINGS

NAME: INTERSTATE HOTELS MANAGEMENT,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

98 DEC -9 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

12/9

RECEIVED  
98 DEC -9 AM 10:45  
JANET L. CUNNINGHAM

## 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. Interstate Hotels Management, 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. Maryland 3. 75-2767215  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/29/98 5. perpetual  
(Date of Incorporation) (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, F.S.))
7. 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220  
(Current mailing address)
8. to operate and manage 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.*

By: Karen B. Rozar Karen B. Rozar, Asst. Sec.  
(Registered agent's signature) Corporation Service Company

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: n/a

Address: \_\_\_\_\_

Vice Chairman: n/a

Address: \_\_\_\_\_

Director: W. Thomas Parrington, Jr.

Address: 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, PA 15220

Director: Thomas W. Lattin

Address: 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, PA 15220

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

President: W. Thomas Parrington, Jr.

Address: 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, PA 15220

Vice President: Karim Alibhai

Address: 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, PA 15220

Secretary: Carla S. Moreland

Address: 680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, PA 15220

Treasurer: n/a

Address: \_\_\_\_\_

**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. Timothy Q. Hudak, Assistant Secretary

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

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TALLAHASSEE FLORIDA

12. Addendum to the application listing additional officers and directors

William W. Evans III  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Executive Vice President

Lawrence S. Jones  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Executive Vice President &  
Treasurer

William Richardson  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Executive Vice President &  
Chief Financial Officer

Christine Fielding  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Assistant Secretary

Timothy Hudak  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Assistant Secretary

Beverly M. Houston  
680 Andersen Drive, Foster Plaza Ten  
Pittsburgh, Pennsylvania 15220

Assistant Secretary

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# STATE OF MARYLAND

684036

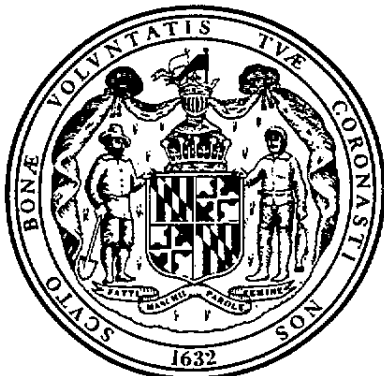
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

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

I FURTHER CERTIFY THAT INTERSTATE HOTELS MANAGEMENT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS WITH THE STATE OF MARYLAND.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 3RD DAY OF DECEMBER, 1998.

*Rita Winston*  
RITA WINSTON  
CHARTER DIVISION