

F980000007102



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 079465 5059718

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 079465-035

CUSTOMER NO: 5059718

CUSTOMER: Joan R. McGlockton -#51/899.79
Sodexo Marriott Services,
9801 Washingtonian Boulevard
12th Floor
Gaithersburg, MD 20878

FOREIGN FILINGS

NAME: SDH II, INC.

000002726100--7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 11:49

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12/30

RECEIVED
98 DEC 30 AM 10:51
DIVISION OF CORPORATIONS

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. SDH II, 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. Delaware
(State or country under the law of which it is incorporated)
3. 52-2134775
(FEI number, if applicable)
4. December 7, 1998
(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, F.S.))
7. 9801 Washingtonian Blvd.
Gaithersburg, MD 20878
(Current mailing address)
8. Food and Facilities Management Services
(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.

Corporation Service Company

By: Gloria M. Barry, Asst. Secy.
(Registered agent's signature)
(GLORIA M. BARRY, ASST. SECY.)

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: _____

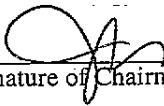
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joan Rector McGlockton, Secretary
(Typed or printed name and capacity of person signing application)

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LIST OF OFFICERS AND DIRECTORS FOR SDH II, INC.

DIRECTORS:

Charles D. O'Dell
Michel Landel
Lawrence E. Hyatt
Robert A. Stern

OFFICERS:

Charles D. O'Dell	President
Lawrence E. Hyatt	Vice President
Michel Landel	Vice President
Robert A. Stern	Vice President/ Assistant Secretary
Anthony F. Alibrio	Vice President
William H. Hamman	Vice President
Joan Rector McGlockton	Secretary
Richard H. Allen	Assistant Secretary
Leslie Jones	Assistant Secretary
Brenda P. Fuller	Assistant Secretary
David Hayes	Assistant Secretary
Thomas R. Morse	Assistant Secretary
Vacant	Treasurer
David Scanlan	Assistant Treasurer

The address for each of the above-listed is as follows:

9801 Washingtonian Blvd.,
Gaithersburg, MD 20878

\\LAW1\SYSGROUPS\SMS\ASWEENEY\OFFICERS.LST\EXHBT.A.DOC

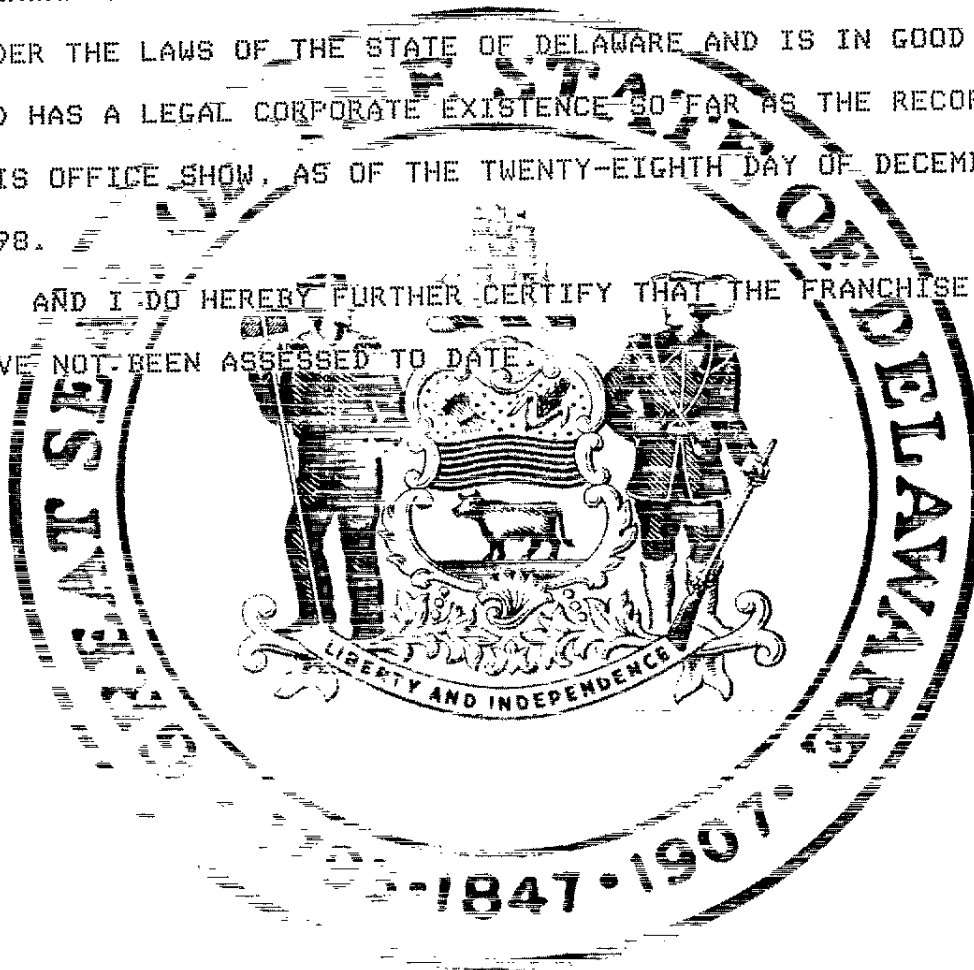
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SDH II, INC." 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-EIGHTH DAY OF DECEMBER, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 11:50



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2974531 8300

DATE:

9489214

981502003

12-28-98