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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Remington Acquisition Corp

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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other ucc Filing
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<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fic. Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
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JEFFREY D. BUTTERFIELD
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**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. Remington Acquisition Corp.

(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. Applied For

(FEI number, if applicable)

4. March 24, 1999

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 24, 1999

(Date first transacted business in Florida, (See Sections 607.1501, 607.1502, and 817.155, F.S.))

7. Pacific Center 1, 9th floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

(Current mailing address)

8. The purposes for which the corporation is organized are to act as the general partner for the Remington Acquisition Limited Partnership (the "Partnership"), and, as general partner of the Partnership, (i) to purchase, own, operate, manage, lease, sell, exchange, mortgage, encumber, finance and otherwise deal, directly or indirectly, with the properties set forth on Exhibit "A" (the "Properties"); (ii) to enter into contractual arrangements for the management and operation of the Properties; and (iii) to engage only in such activities and exercise only such powers permitted to corporations under the laws of the State of Delaware that are necessarily incident to the foregoing purposes or necessary to accomplish the foregoing purposes.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida

33324

(Zip Code)

10. Registered agent's acceptance:

Connie Bryan

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

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.

Victor Alfano

(Registered agent's signature)

Assistant Secretary

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: Archie Bennett, Jr.

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

Director: Monty Bennett

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

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

President: Archie Bennett, Jr.

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

Vice President: Monty Bennett

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

Secretary: David A. Brooks

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

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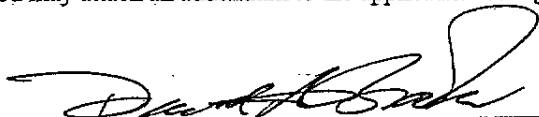
Treasurer: David Kimichik

Address: Pacific Center 1, 9th Floor, 14180 Dallas Parkway

Dallas, Texas 75240-4376

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.

David A. Brooks, Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT "A"

1. Days Inn
2635 Roanoke Street
Christiansburg, Virginia 24073
2. Days Inn - Singer Island
2700 North Ocean Drive
Riviera Beach, Florida
3. Holiday Inn
1550 Roselle Road
Schaumburg, Illinois 60195
4. Holiday Inn
909 Middle Road
Bettendorf, Iowa 52772
5. Hilton Hotel
3000 NASA Road One
Nassau Bay, Texas 77058
6. Ramada Inn
1400 North Lorraine
Hutchinson, Kansas 67501

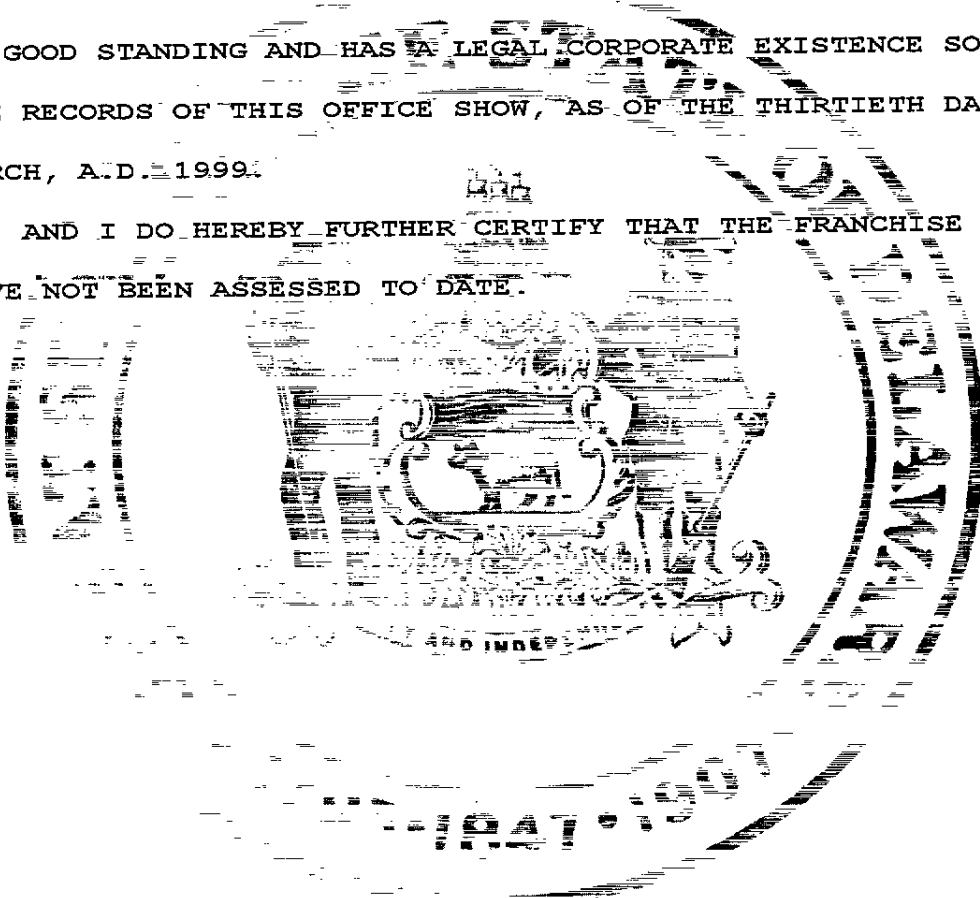
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REMINGTON ACQUISITION CORP." 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 THIRTIETH DAY OF MARCH, A.D. 1999.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9660633

DATE:

03-30-99