



THE UNITED STATES
CORPORATION
COMPANY

99000003662

ACCOUNT NO. : 072100000032

REFERENCE : 306537 4373439

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

ORDER DATE : July 14, 1999

ORDER TIME : 9:04 AM

ORDER NO. : 306537-005

800002933218--8

CUSTOMER NO: 4373439

CUSTOMER: Lucy Lombillo, Legal Asst
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: H-MELBOURNE MANAGER CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 JUL 16 PM 12:19
FILED

RECEIVED
99 JUL 16 PM 12:31
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 16 AM 10:38
TALLAHASSEE, FLORIDA

**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. H-Melbourne Manager 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 23, 1999 5. December 31, 2097
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Wyndham International, Inc. 1950 Stemmons Freeway, Suite 6001
Dallas, Texas 75207
(Current mailing address)
Hotel Ownership
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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: Lisa H. Mulligan
(Registered agent's signature)

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: 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: _____

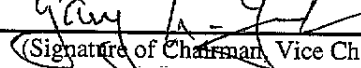
Address: _____

Treasurer: _____

Address: _____

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STATE
TALLAHASSEE FL 32302

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. Gary A. Goodman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

List of Officers & Directors

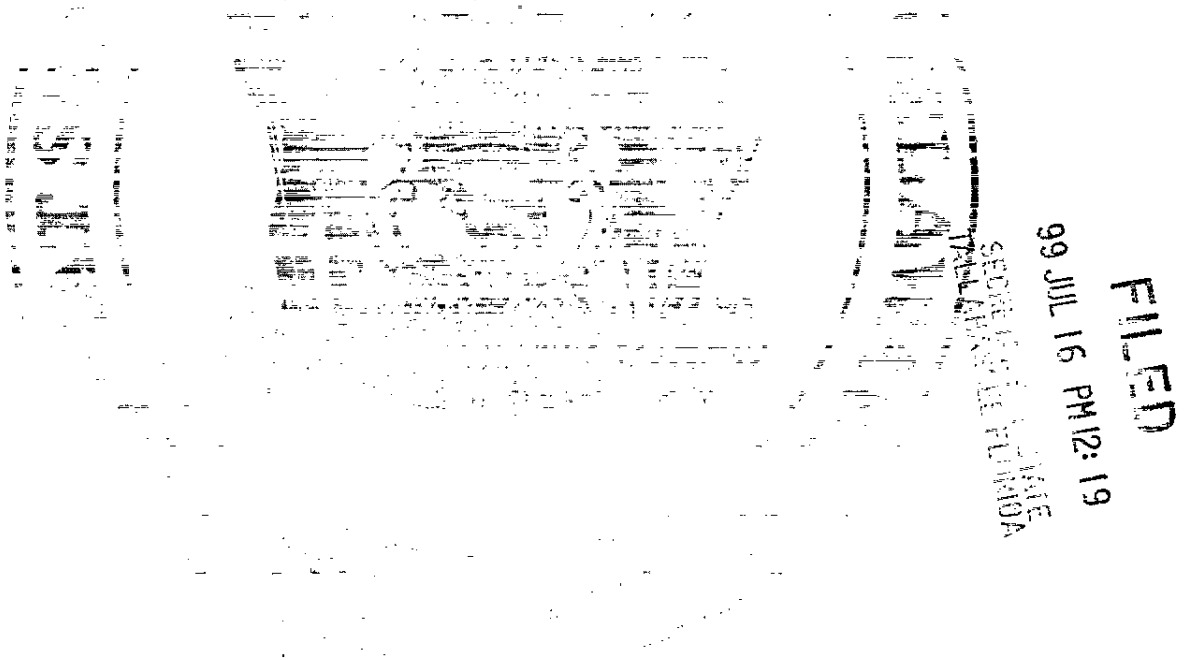
Name	Office	Address
James D. Carreker	Chief Executive Officer, President and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Richard Mahoney	Executive Vice President, Chief Financial Officer and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Anne L. Raymond	Executive Vice President, Chief Investment Officer and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Carla S. Moreland	Senior vice President and Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
John P. Bohlmann	Senior Vice President and Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Beverly M. Houston	Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Gary A. Goodman	Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M-MELBOURNE MANAGER 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 FOURTEENTH DAY OF JULY, A.D. 1999.

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



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99 JUL 16 PM 12:19

SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3060141 8300

991288151

9863905

AUTHENTICATION:

DATE:

07-14-99