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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Matrix Lodgcorp, Inc

600002956886--6

08/11/99 01037-021

*****78.75 *****78.75

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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. MATRIX LODGCORP, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 8, 1999 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 817.155, F.S.)

7. 100 Pierce Street, Suite 1101, Clearwater, FL 33755
(Current mailing address)

8. Investment Real Estate
(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: CT Corporation

Office Address: 1200 S. Pine Island

Plantation, Florida, 33324
(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.

PETER F. SOUZA
ASSISTANT SECRETARY

(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)

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) SEE ADDENDUM

Chairman: Gerald D. Ellenburg

Address: 100 Pierce Street, Suite 1101

Clearwater, FL 33755

Vice Chairman: _____

Address: _____

Director: Jeffrey Donner

Address: 330 Draeger Drive

Moraga, CA 94556

Director: Ken Gerbino

Address: 9595 Wilshire Blvd. Ste 303

Beverly Hills, CA 90212

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

President: Gerald D. Ellenburg

Address: 100 Pierce Street, Suite 1101

Clearwater, FL 33755

Vice President: _____

Address: _____

Secretary: Dierdre Milliron

Address: 8 Pelican Place

Belleair, FL 33756

Treasurer: Gerald D. Ellenburg

Address: 100 Pierce Street, Suite 1101

Clearwater, FL 33755

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

13.  CHAIRMAN

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

14. Gerald D. Ellenburg, Chairman

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

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ADDENDUM

ADDITIONAL DIRECTORS
MATRIX LODGCORP, INC., a Delaware Corporation

Bob Rapini
4341 Krause Street
Pleasanton, CA 94588

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TALLAHASSEE FLORIDA

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 "MATRIX LODGECORP, 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 SEVENTH DAY OF JUNE, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9789833

DATE: 06-07-99