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ACCOUNT NO. : 072100000032

REFERENCE : 340780 4380061

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : August 13, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 340780-025

300002962973--7

CUSTOMER NO: 4380061

CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Road
Dept. 52,862
Bethesda, MD 20817

FOREIGN FILINGS

NAME: MORI SPC II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 18 PM 2:21

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

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8/18/99

RECEIVED
99 AUG 18 AM 11:
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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. MORI SPC 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 3. ~~ON ORDER~~ 52-2186099
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/13/99 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. DEPT. 52,924.13, 10400 FERNWOOD ROAD, BETHESDA, MARYLAND 20817

(Current mailing address)

8. CORORATE RECEIVABLES CORPORATION
(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: THE PRENTICE-HALL CORPORATION SYSTEM, INC.
~~CORPORATE RECEIVABLES CORPORATION~~

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.

~~CORPORATE RECEIVABLES CORPORATION~~ THE PRENTICE-HALL CORPORATION SYSTEM, INC.
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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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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: _____

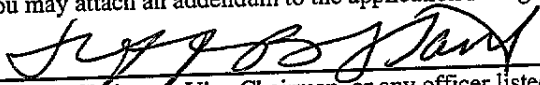
Secretary: _____

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. ASSISTANT SECRETARY JEFF B. STANT
(Typed or printed name and capacity of person signing application)

MSPC - MORI SPC II, INC.

OFFICERS

President:

Stephen P. Weisz
11016 Old Coach Road
Potomac, MD 20854
SS: 220-56-3952

Vice President :

M. Lester Pulse Jr
11202 Farmland Drive
Rockville, MD 20852
SS: 262-08-9349

Secretary :

W. David Mann
2112 Huidekoper Place, NW
Washington, DC 20007
SS: 042-48-2228

Assistant Secretary :

Nancy L. Benz
9132 Willowgate Lane
Potomac, MD 20854
SS: 577-66-6945
Jeff Stant
717 N. Oakland Street
Arlington, VA 22203
SS: 227-56-4274
Carol Bruff
13531 Vandalia Drive
Rockville, MD 20853
SS: 577-50-2366

Treasurer :

Carolyn B. Handlon
1215 Potomac School Road
McLean, VA 22107
SS: 228-96-8363

DIRECTORS

Todd Clist
9203 Hidden Creek Drive
Great Falls, VA 22066
125-32-8877

Kevin M. Kimball
12058 Shoemaker Way
Darnestown, MD 20878
212-52-3247

Mary C. Keeley
6913 Old Stage Road
Rockville, MD 20852
214-42-4029

Joseph Ryan
10836 Alloway Drive
Potomac, MD 20854
539-38-7499

Business Address

10400 Fernwood Road
Bethesda, MD 20817

State of Incorporation : Delaware - 8/13/99

Federal Id : ON ORDER

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State of Delaware
Office of the Secretary of State

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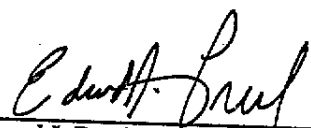
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORI SPC II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1999.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9921424

DATE: 08-13-99