



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000004525

ACCOUNT NO. : 072100000032

REFERENCE : 320211 4380061

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : July 26, 1999

ORDER TIME : 1:56 PM

ORDER NO. : 320211-015

CUSTOMER NO: 4380061

000002974020--6

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

FOREIGN FILINGS

NAME: THE RITZ-CARLTON CLUB  
ST. THOMAS, INC.

(5)

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

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 AUG 30, PM 4:23

*Mig*  
99 AUG 30 PM 3:17  
RECORDED  
INDEXED  
FBI - MIAMI

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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. THE RITZ-CARLTON CLUB, ST. THOMAS, 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. U.S. VIRGIN ISLANDS  
(State or country under the law of which it is incorporated)
3. 66-0572268  
(FEI number, if applicable)
4. 7/21/99  
(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. DEPT. 52.924.13, 10400 FERNWOOD ROAD, BETHESDA, MD 20817  
(Current mailing address)
8. DEVELOPMENT OF LUXURY REAL ESTATE AND CLUBS AND TO HELP FINANCE PURCHASERS OF THE RITZ-CARLTON CLUB PRODUCT.  
(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)  
THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
Name: ~~CORPORATION SYSTEM, INC.~~  
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 SYSTEM, INC.~~ THE PRENTICE-HALL CORPORATION SYSTEM, INC  
By: Gloria M. Barry  
(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)

**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. Jeff B. Stant      *Aud. Secretary*  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 30 PM 4: 23

**OFFICERS**

**THE RITZ-CARLTON CLUB, ST. THOMAS, INC.**

**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

Myron D. Walker  
4107 Maryland Avenue  
Bethesda, MD 20816  
578-60-0222

**Business Address**

10400 Fernwood Road  
Bethesda, MD 20817

State of Incorporation :  
US VIRGIN ISLANDS

Federal Id :  
66-0572268

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**GOVERNMENT OF  
THE VIRGIN ISLANDS OF THE UNITED STATES**

Charlotte Amalie, St. Thomas, V.I. 00802

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 30 PM 4:29

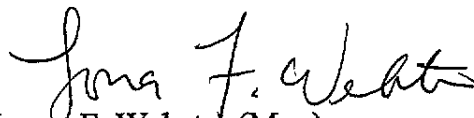
OFFICE OF  
THE LIEUTENANT GOVERNOR  
  
Division of Corporation & Trademarks

Kongens Gade No. 18  
Charlotte Amalie, St. Thomas  
US Virgin Islands 00802  
(340) 774-2991

August 16, 1999

CERTIFICATION OF GOOD STANDING

This is to certify that the corporation known as THE RITZ-CARLTON CLUB, ST. THOMAS, INC. filed Articles of Incorporation in the Office of the Lieutenant Governor on July 21, 1999 that a Certificate of Incorporation was issued by the Lieutenant Governor on August 16, 1999 authorizing the said corporation to conduct business in the Virgin Islands and the corporation is considered to be in good standing.

  
Lorna F. Webster (Mrs.)  
Director, Division of Corporation  
and Trademarks