



MO2000009373

ACCOUNT NO. : 072100000032

REFERENCE : 595768 4320702

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 130.00

ORDER DATE : May 24, 2002

ORDER TIME : 10:53 AM

ORDER NO. : 595768-230

CUSTOMER NO: 4320702

CUSTOMER: Michelle Lancaster, Legal Asst
Akin, Gump, Strauss, Hauer &
1700 Pacific Avenue
Suite 4100
Dallas, TX 752014618

FILED
02 MAY 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

800005651298--3

FOREIGN FILINGS

NAME: WYN RESORTS FT. LAUDERDALE,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

RECEIVED
02 MAY 30 AM 11:26
DIVISION OF CERTIFICATION

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. WYN Resorts Ft. Lauderdale, LLC
(Name of foreign limited liability company)

2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 5/20/2002 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1950 Stemmons Freeway, Suite 6001
Dallas, TX 75207
(Street address of principal office)

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TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here

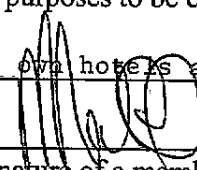
9. The name and usual business addresses of the managing members or managers are as follows:

Patriot American Hospitality Partnership, L.P.
1950 Stemmons Freeway, Suite 6001
Dallas, TX 75207

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

To own hotels and related activities


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark M. Chloupek, Vice President

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WYN Resorts Ft. Lauderdale, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

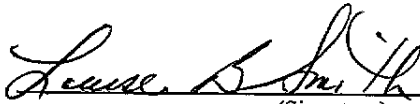
1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

02 MAY 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

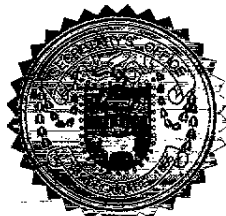
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WYN RESORTS FT. LAUDERDALE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WYN RESORTS FT. LAUDERDALE, LLC" WAS FORMED ON THE TWENTIETH DAY OF MAY, A.D. 2002.

FILED
02 MAY 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3522380 8300

AUTHENTICATION: 1800479

020339836

DATE: 05-29-02