



M 41598

ACCOUNT NO. : 072100000032
REFERENCE : 172214 7138101
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 35.00

FILED
02 FEB -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2002
ORDER TIME : 10:25 AM
ORDER NO. : 172214-175
CUSTOMER NO: 7138101

RECEIVED
02 FEB -1 AM 11:27
DIVISION OF CORPORATION

CUSTOMER: Ms. Lorna Kern
Wyndham International
Suite 6001
1950 Stemmons Frwy
Dallas, TX 75207

CHANGE OF AGENT

000004853290--7

NAME: CRITERION HOTEL MANAGEMENT
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams -- EXT# 1131

EXAMINER: _____

C. Coullatte FEB 04 2002

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : CRITERION HOTEL MANAGEMENT CORP.

2. The mailing address of the corporation : 1950 STEMMONS FREEWAY, ST 6001
DALLAS, TX 75207

3. Date of incorporation/qualification: 11/30/1995 Document number: M41598

4. The name and address of the current registered agent and office:

ARVIN PELTZ
3250 MARY STREET, ST 500
MIAMI, FL 33133

5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

1-2-02
(Date)

MARK M. CHLOUPEK - VICE PRESIDENT/ SECRETARY
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

1-31-02
(Date)

If signing on behalf of an entity:

BOBBIE HALL
(Typed or Printed Name)

ASST. VICE PRESIDENT
(Capacity)

*** FILING FEE: \$35.00 ***