



THE UNITED STATES
CORPORATION
COMPANY

M98000000674

ACCOUNT NO. : 072100000032

REFERENCE : 867470 7138101

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 26 PM 12:49

ORDER DATE : June 23, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 867470-045

CUSTOMER NO: 7138101

CUSTOMER: Beverly Houston, Paralegal
Patriot American/ Wyndham
Suite 5008
1950 Stemmons Freeway
Dallas, TX 75207

400002573374--8

FOREIGN FILINGS

NAME: WIPC, LLC

⑤

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

NYL
6/26/98
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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. WIPC, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2736541
(FEI number, if applicable)
4. December 8, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A 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)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Leslie V. Bentley</u>	<u>President</u>	<u>Lawrence S. Jones</u>	<u>Vice President/Treasure</u>
<u>1950 Stemmons Freeway, Suite 6001</u>		<u>1950 Stemmons Freeway, Suite 6001</u>	
<u>Dallas, TX 75207</u>		<u>Dallas, TX 75207</u>	
<u>Beverly M. Houston</u>	<u>Secretary</u>		
<u>1950 Stemmons Freeway, Suite 6001</u>			
<u>Dallas, TX 75207</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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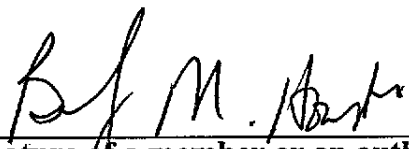
The undersigned member or authorized representative of a member of WIPC, LLC
_____ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ -0-;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ -0-;
(This total includes amounts from 2 and 3 above.)



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

Beverly M. Houston, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

WTFC, 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

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.

Corporation Service Company

By: Richard J. Miles ASST. V.P.

(Signature)

RICHARD J. MILES

Filing Fee: \$ 35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIPC, 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-FIFTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

9163297

06-25-98

AUTHENTICATION:

DATE: