

CORPORATION AND
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL
904 222-9171
904 222-0193

F95000000703

csc networks

MAIL TO
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000012
REFERENCE : 541500 82150A
AUTHORIZATION :
COST LIMIT : \$ 122.50

ORDER DATE : February 10, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 541500

000001408453

CUSTOMER ID : 8.150A

CUSTOMER: Mr. Jean M. Sherrett
XL CORPORATE SERVICES
12 White Street
New York, NY 10013

DOMESTIC FILING *(Over life of firm)*

NAME: ST. PETE REALTY HOLDING CORPORATION

XXXXX ARTICLES OF INCORPORATION
XXXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX ORIGINAL COPY
JAN. JAMES
BRUCE A. STANLEY

STATE OF FLORIDA
EXAMINER OF DEEDS

FILED
SERIALIZED
INDEXED
FEB 10 1995
TALLAHASSEE, FL

(Handwritten initials)

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

1. The name of the corporation is:
St. Pete Realty Holding Corporation
2. The corporation is incorporated under the laws of
The State of New York.
3. The Federal Employer Identification Number is: **13-380-2835**
4. The date of incorporation is **December 9, 1994.**
5. The date corporation first transacted business in Florida is
Not Applicable.
6. The address of the principal office of the corporation is:
**1251 Avenue of the Americas
New York, New York 10116**
7. The name and street address of the registered agent in Florida
is:
**XL CORPORATE SERVICES, INC.
4435 Old Winter Garden Road
Orlando, Florida 32802**
8. The nature of the business to be transacted in Florida is:
**To hold a 1% ownership of St. Pete Holdings, L.P., as General Partner,
(a Delaware Partnership), a limited partnership engaged in the ownership
of a hotel in Florida.**
9. The names and addresses of the officers of the corporation are
as follows:

Names of Officers

**Yukio Yanaka
President
1251 Avenue of the Americas
New York, New York 10116**

**Wendell Clarke
V. P. & Treasurer
1251 Avenue of the Americas
New York, New York 10116**

Specific Addresses

**William Whinery
Vice President
1251 Avenue of the Americas
New York, New York 10116**

**Robert Hand
Secretary
1251 Avenue of the Americas
New York, New York 10116**

Kenneth Cohen
Vice President
1251 Avenue of the Americas
New York, New York 10116

Richard Ference
Vice President
1251 Avenue of the Americas
New York, New York 10116

10. The names and addresses of the directors of the corporation are as follows:

Names of Directors

Specific Addresses

Sachio Kohjima

1251 Avenue of the Americas
New York, New York 10116

Yukio Yanaka

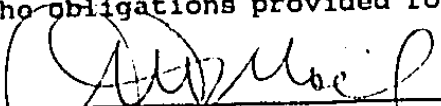
1251 Avenue of the Americas
New York, New York 10116

Robert Hand

1251 Avenue of the Americas
New York, New York 10116


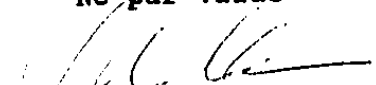
11. I am familiar with and accept the obligations provided for in s.607.325.

Acceptance by the Registered Agent:

By: 
Marc D. Moel, Esq.
Assistant Secretary

For: XL CORPORATE SERVICES, INC.

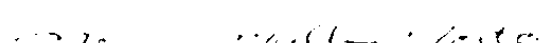
12. The total authorized shares, itemized by class and their par value are as follows:

<u>Shares</u>	<u>Class</u>	<u>Par Value of Shares</u>
200	Common	No par value
<u></u>		<u></u>
Robert Hand Secretary		Yukio Yanaka President

STATE OF New York

COUNTY OF Westchester

The foreign instrument was acknowledged before me this 7 day of February, 1995, by the officer holding the title of President of St. Pete Realty Holding Corporation, (a corporation formed under the laws of the State of New York), on behalf of the corporation.


Notary Public

NANCY MALLM MORTON
Notary Public, State of New York
No. 01MO4934097
Qualified in New York County
Commission Expires June 13, 1998

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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of ST. PETE REALTY HOLDING CORPORATION was filed on 12/09/1994, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of February
one thousand nine hundred and
ninety-five.

Alexander F. Treadwell

Secretary of State

199502070242

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AND BUSINESS SERVICES
FEB 10 11:14 AM '95