



THE UNITED STATES CORPORATION COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 677160 4322404

AUTHORIZATION : Pat Projects

COST LIMIT : \$ 125.00

ORDER DATE : April 26, 2000

ORDER TIME : 2:58 PM

ORDER NO. : 677160-050

CUSTOMER NO: 4322404

800003230248-3

CUSTOMER: Ms. Rhonda Braucht
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 75202-2711

FOREIGN FILINGS

NAME: FELCOR/CMB ORSOUTH HOTEL, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILE LIST

CONTACT PERSON: Tamara Odom

RECEIVED
00 APR 28 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 APR 28 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and numbers

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

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

1. FelCor/CMB Orsouth Hotel, L.L.C. (Name of foreign limited liability company)

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

4. April 20, 2000 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 27, 2000 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 545 E. John Carpenter Freeway, Suite 1300, Irving, Texas 75062 (Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows: Lawrence D. Robinson, 545 E. John Carpenter Freeway, Irving, Texas 75062 Thomas J. Corcoran, Jr., 545 E. John Carpenter Freeway, Irving, Texas 75062 John E. Leslie, 545 E. John Carpenter Freeway, Irving, Texas 75062

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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: Hotel Operation

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.)

Lawrence D. Robinson, Manager

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:

FelCor/CMB Orsouth Hotel, L.L.C.

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 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..

Laura R. Dunlap
(Signature)

**Laura R. Dunlap
as its agent**

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

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00 APR 28 AM 10:45
SECRETARY
TALLAHASSEE
FLORIDA

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 "FELCOR/CMB ORSOUTH HOTEL, L.L.C." 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-SEVENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FELCOR/CMB ORSOUTH HOTEL, L.L.C." WAS FORMED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

FILED
00 APR 28 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3216519 8300

AUTHENTICATION: 0404858

001214028

DATE: 04-27-00