



THE UNITED STATES CORPORATION COMPANY

M98000001001

ACCOUNT NO. : 072100000032

REFERENCE : 955105 4380061

AUTHORIZATION :

Patricia Pujit

COST LIMIT : \$ 293.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:51

ORDER DATE : September 9, 1998

ORDER TIME : 3:31 PM

ORDER NO. : 955105-030

CUSTOMER NO: 4380061

CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Rd.

Bethesda, MD 20817

600002636656-1

FOREIGN FILINGS

NAME: LLB F-INN, L.L.C.

B

XXXX QUALIFICATION (TYPE: LL)

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
98 SEP 10 PM 4:16
DIVISION OF CORPORATION

CONTACT PERSON: Janna Wilson

JWC
9/10/98

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of LLB F-Inn, L.L.C.
_____ certifies:

1) the above named limited liability company has at least one member;

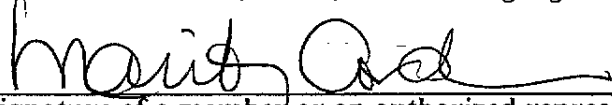
2) the total amount of cash contributed by the member(s) is \$ 1,000

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 \$ 1,000.
(This total includes amounts from 2 and 3 above.)

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MARRIOTT International, Inc., Sole Managing Member

By: 
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.)

Maritza Cordero, Assistant 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.

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1. The name of the Limited Liability Company is:

LLB F-INN, L.L.C.

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 Hays Street

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

Tallahassee, FL 32301

City/State/Zip

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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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

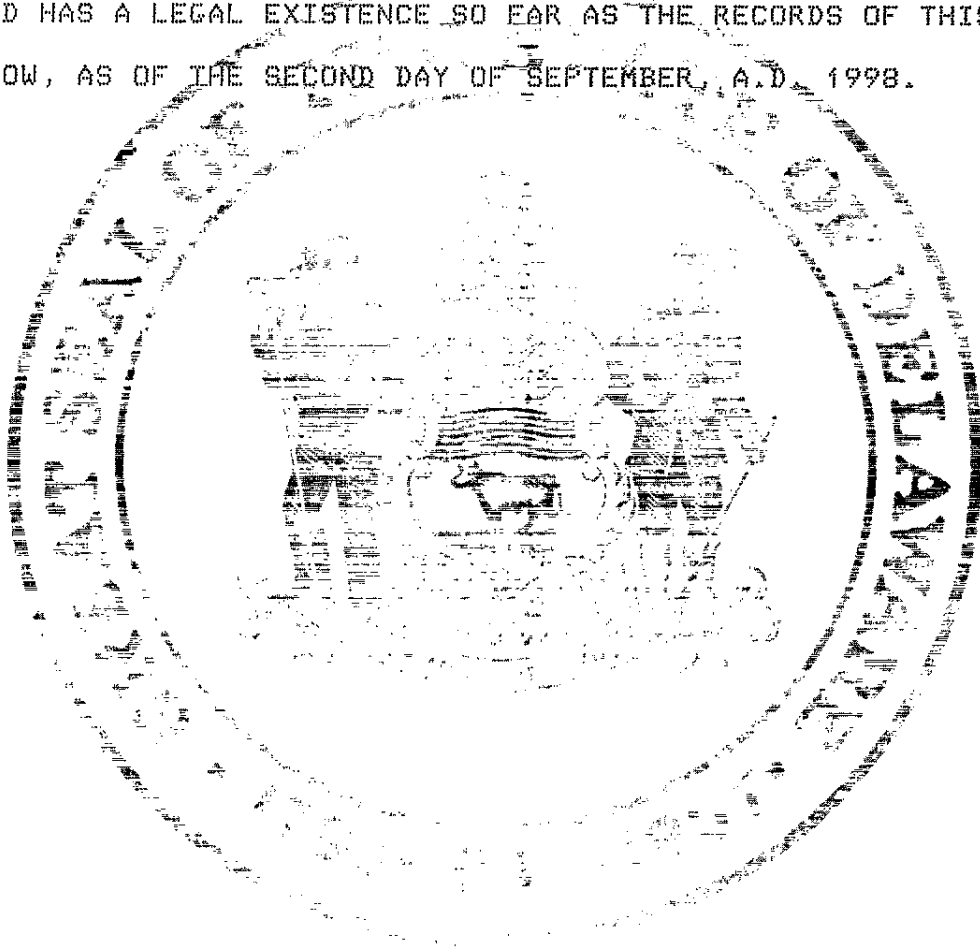
By: Gloria M. Barry, Asst Secy.

Gloria M. Barry, ^(Signature) Asst Secy

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LLB F-INN, 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 SECOND DAY OF SEPTEMBER, A.D. 1998.



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Edward J. Freel
Edward J. Freel, Secretary of State



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AUTHENTICATION: 9284139
DATE: 09-02-98