

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

SEC. OF STATE
DIVISION OF CORPORATIONS
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LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000001001 LLB F-INN, L.L.C. 10400 FERNWOOD ROAD BETHESDA MD 20817

1a. Principal Place of Business Address 10400 FERNWOOD ROAD BETHESDA MD 20817

2. Principal Place of Business 10400 FERNWOOD ROAD Suite, Apt. #, etc. 521 City & State BETHESDA, MD. Zip 20817	2a. Mailing Address 10400 FERNWOOD ROAD Suite, Apt. #, etc. 521 DEPT. 924.13 City & State BETHESDA MD. Zip 20817	3. Date Organized or Qualified 09/10/1998	3a. State of Formation DE
		4. FEI Number 52-2121718	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent THA PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET TALLAHASSEE FL 32301
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when replacing agent)
DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MARRIOTT INTERNATIONAL	10400 FERNWOOD ROAD	BETHESDA MD
MGRM	M. LESTER PULSE JR.	10400 FERNWOOD ROAD	BETHESDA, MD. 20817

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****188.75 ****188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: M. LESTER PULSE JR.  APR 14 1999 (301)380-8742