

M98000001376



THE UNITED STATES CORPORATION COMPANY

W98-26071
00789-01130-00676-00524-00671
Disc. of Prop.

ACCOUNT NO. : 072100000032

REFERENCE : 035150 4322404

AUTHORIZATION : Patricia Piguto

COST LIMIT : \$ ~~70.00~~ 346.25

ORDER DATE : November 17, 1998

ORDER TIME : 3:13 PM

ORDER NO. : 035150-005

CUSTOMER NO: 4322404

500002691045--0

CUSTOMER: Susan E. Mitchell, Legal Asst
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 75202-2711

RECEIVED

98 NOV 18 PM 4:16

DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: FELCOR HOTEL ASSET COMPANY,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janice Vanderslice

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

November 19, 1998

CSC CORPORATION COMPANY

RESUBMIT

SUBJECT: FELCOR HOTEL ASSET COMPANY, L.L.C.
 Ref. Number: W98000026071

Please give original
 submission date as file date.

We have received your document for FELCOR HOTEL ASSET COMPANY, L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$215.00.

Please give a description of the property listed on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
 Document Specialist

Letter Number: 998A00055563

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**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 Hotel Asset Company, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2770156
(FEI number, if applicable)
4. May 12, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 29, 1998
(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. List name, title, and business address of each ~~managing member [MGM]~~ manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

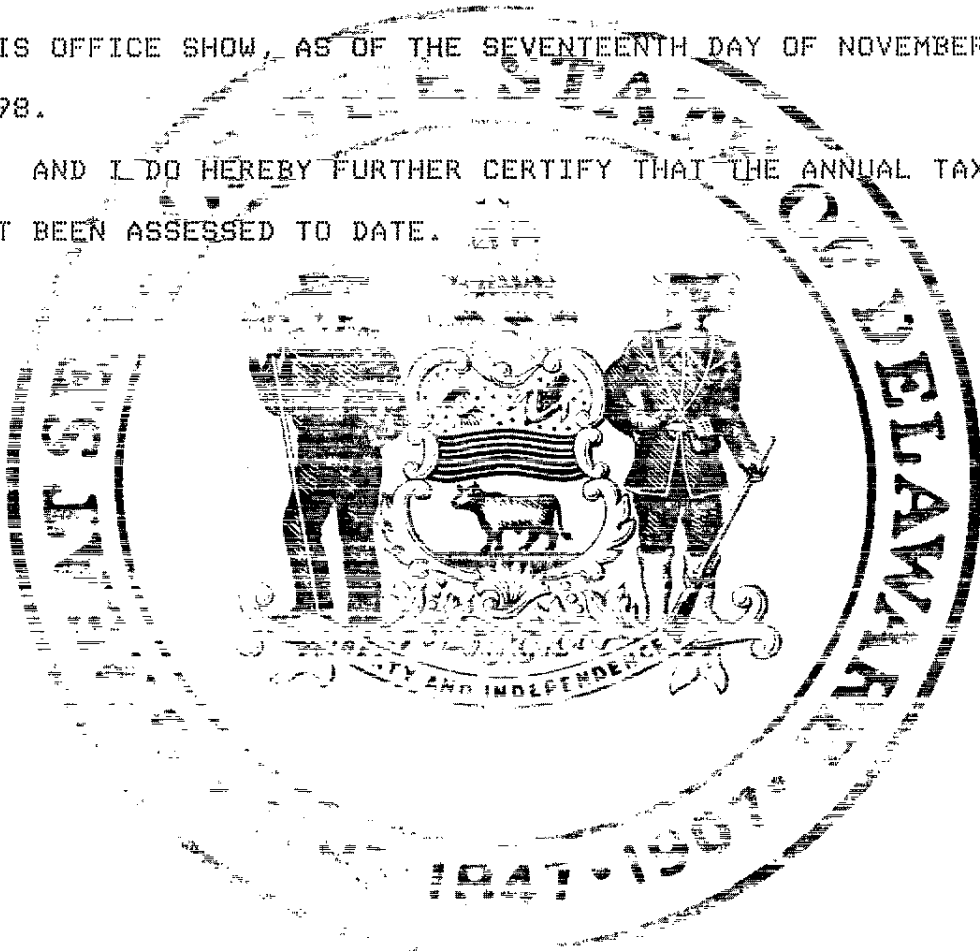
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Thomas J. Corcoran, Jr.</u>	<u>MGR</u>	_____	_____
<u>545 E. John Carpenter, #1300</u>		_____	
<u>Irving, TX 75062</u>		_____	
<u>Lawrence D. Robinson</u>	<u>MGR</u>	_____	
<u>545 E. John Carpenter, #1300</u>		_____	
<u>Irving, TX 75062</u>		_____	
<u>Randall L. Churchey</u>	<u>MGR</u>	_____	
<u>545 E. John Carpenter, #1300</u>		_____	
<u>Irving, TX 75062</u>		_____	

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FELCOR HOTEL ASSET COMPANY, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 1998.

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



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Edward J. Freel, Secretary of State 7410655



2895432 8300

981442228

AUTHENTICATION:

11-17-98

DATE:

**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:

FeiCor Hotel Asset Company, 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

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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.

Corporation Service Company
By: Cecilia K. Dole
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of FelCor Hotel
Asset Company, 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 \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,231,233;
(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 \$ 1,231,233.
(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.)

Lawrence D. Robinson, Senior Vice President and General Counsel of

Typed or printed name of signee

FelCor Lodging Trust Incorporated, general partner of FelCor
Lodging Limited Partnership, Member

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Filing Fee: \$250.00 for Application and Affidavit

Florida property of FelCor Hotel Asset Company, L.L.C.:

1. Holiday Inn - Cocoa Beach Oceanfront Resort
1300 N. Atlantic Avenue
Cocoa Beach, Florida 32931
2. Holiday Inn - Tampa, Florida
2701 E. Fowler Avenue
Tampa, Florida 33612
3. Holiday Inn - Nikki Bird Resort
7300 Irlo Bronson Memorial Highway
Kissimmee, Florida 34747
4. Holiday Inn - Orlando International Drive Resort
6515 International Drive
Orlando, Florida 32819
5. Holiday Inn Select - Miami International Airport
950 NW LeJune Road
Miami, Florida 33126
6. Holiday Inn Select - Orlando International Airport
5750 T.G. Lee Boulevard
Orlando, Florida 32822

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CORPOAL:117795.1 33184-00001