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(City/State/Zip/Phone #)

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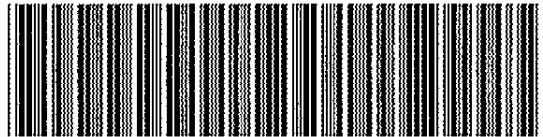
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(Business Entity Name)

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"CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 958596 7266347

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 52.50

ORDER DATE : March 7, 2003

ORDER TIME : 10:10 AM

ORDER NO. : 958596-005

CUSTOMER NO: 7266347

CUSTOMER: Ms. A. Forrester
Post & Heymann - Fair Field
Suite 214
100 Jericho Quadrangle
Jericho, NY 11753

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FLORIDA

FOREIGN FILINGS

NAME: FAIRFIELD INN BY MARRIOTT
LIMITED PARTNERSHIP

XX PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FAIRFIELD INN BY MARRIOTT LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows: The current general partner FIBM One LLC has withdrawn as the limited partner of the partnership. The new general partner shall be: AP-Fairfield GP LLC, 100 Jericho Quadrangle, Suite 214, Jericho, NY 11753

m0200000 2349

AP-Fairfield GP LLC, general partner

By: AP-Fairfield Manager Corp.,
its manager

By: _____

(Signature of a General Partner)

Peter Braverman, Executive Vice President

(Typed or printed name of General Partner signing above)

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TALLAHASSEE, FLORIDA

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STATE OF NEW YORK

COUNTY OF NASSAU

On this 5th day of March, 2003, Peter Braverman personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Allison Forrester

(Notary Public Signature)

ALLISON FORRESTER

Notary Public, State of New York

No. 01FD4883541

Qualified in Nassau County

Commission Expires January 26, 2007

Seal

My Commission Expires: