



B01000000318

ACCOUNT NO. : 072100000032

REFERENCE : 468791 4322404

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ ~~61.25~~

FILED
01 SEP 17 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 12, 2001

96.25

ORDER TIME : 9:56 AM

ORDER NO. : 468791-075

OK

CUSTOMER NO: 4322404

400004593384--9

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

(4)

FOREIGN FILINGS

*File
Second*

NAME: FELCOR/MS CMBS HOTELS, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. FELCOR/MS CMBS HOTELS, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida must contain the word "LIMITED" or "LTD.")
3. DELAWARE 4. SEPTEMBER 4, 2001
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
- Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

Corporation Service Company
By: BRIAN COURTNEY, ASST. V.P.
(Agent must sign on this line)
8. 545 E. JOHN CARPENTER FREEWAY, SUITE 1300
IRVING, TEXAS 75062
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- FELCOR/MS CMBS HOTELS GP, L.L.C. 545 E. JOHN CARPENTER FRWY, STE 1300
M01000002107 IRVING, TEXAS 75062
10. 545 E. JOHN CARPENTER FREEWAY, SUITE 1300, IRVING, TEXAS 75062
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 545 E. JOHN CARPENTER FREEWAY, SUITE 1300

IRVING, TEXAS 75062

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10TH day of SEPTEMBER, 2001



General Partner FelCor/MS CMBS Hotels GP, L.L.C.

By: Lawrence D. Robinson, Exec. Vice Pres.

STATE OF TEXAS

COUNTY OF DALLAS

On this 10TH day of SEPTEMBER, 2001

LAWRENCE D. ROBINSON, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of



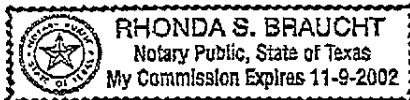
(Notary Public Signature)

RHONDA S. BRAUCHT

(Notary's Printed Name)

Seal

My Commission Expires: 11-9-2002



FILED
01 SEP 17 1:41
TALLAHASSEE, FLORIDA
SECOND JUDICIAL CIRCUIT
STATE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Lawrence D. Robinson, Exec. VP of FelCor/MS CMBS Hotels GP, L.L.C.
a general partner of FELCOR/MS CMBS HOTELS, L.P., a (an) DELAWARE
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10TH day of SEPTEMBER, 2001.



General Partner

FelCor/MS CMBS Hotels GP, L.L.C.
By: Lawrence D. Robinson, Exec. Vice President

FILED
01 SEP 17 PM 1:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF TEXAS

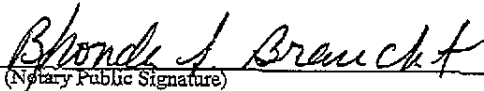
COUNTY OF DALLAS

On this 10TH day of SEPTEMBER, 2001,

LAWRENCE D. ROBINSON, MANAGER, personally appeared before me,

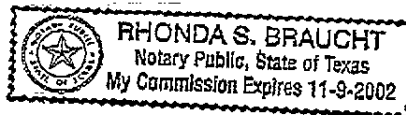
☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

RHONDA S. BRAUCHT

(Notary's Printed Name)



Seal My Commission Expires: 11-9-2002