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TALLAHASSEE, FLORIDA

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04 JUL 26 PM 2:44

STATE
NOTIFICATIONS
TALLAHASSEE, FLORIDA

BR

J. BRYAN JUL 26 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 818751 7407185
AUTHORIZATION :
COST LIMIT : \$ 1793.78

04 JUL 30 4:14
FILED
TALLAHASSEE
STATE
FLORIDA
Patricia

ORDER DATE : July 23, 2004
ORDER TIME : 12:41 PM
ORDER NO. : 818751-020
CUSTOMER NO: 7407185
CUSTOMER: Ms. A.b. Fox
Highland Hospitality
Suite 500
8405 Greensboro Drive
Mclean, VA 22102

FOREIGN FILINGS

NAME: HIGHLAND HOSPITALITY, 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: Justin Cheshire -- EXT# 2909

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 26, 2004

JUSTIN CHESHIRE
CSC
TALLAHASSEE, FL

SUBJECT: HIGHLAND HOSPITALITY, L.P.
Ref. Number: W04000028590

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RESUBMIT

We have received your document for HIGHLAND HOSPITALITY, L.P. and the authorization to debit your account in the amount of \$1793.75. However, the document has not been filed and is being returned for the following:

THE R.A. must sign in Item 7.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 304A00046982

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04 JUL 27 AM 11:07
DIVISION OF CORPORATIONS

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

1. Highland Hospitality, 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. July 29, 2003
(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 Lynette Coleman
By: Lynette Coleman as its agent
(Agent must sign on this line)

8. 8405 Greensboro Dr., Suite 500
McLean, VA 22102
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

HHC GP Corporation 8405 Greensboro Dr., Suite 500
F04000064378 McLean, VA 22102

10. 8405 Greensboro Dr., Suite 500, McLean, VA 22102
(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

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04 JUL 30 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. 8405 Greensboro Dr, Suite 500

M'Lean, VA 22102

(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 22^d day of July, 2004.

Tracy M.J. Colden
HHC GP Corporation General Partner by: Tracy M.J. Colden, EVP & Secretary
STATE OF MARYLAND

COUNTY OF MONTGOMERY

On this 22^d day of July, 2004

Tracy M.J. Colden, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Miriam A. Fox
(Notary Public Signature)

Miriam A. Fox
Notary Public State of Maryland
My Commission Expires October 1, 2004

Seal

My Commission Expires: 10/1/04

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

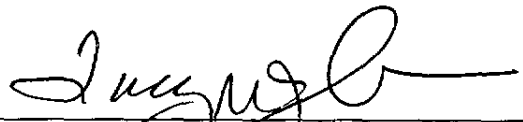
BEFORE ME the undersigned personally appeared Tracy M.J. Colden, EVP & Secretary of
HHC GP Corporation The
a general partner of Highland Hospitality, L.P., a (an) Delaware

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 364.8 Million
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 13.5 million

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 22nd day of Dec July, 2004.



HHC GP Corporation, General Partner
By: Tracy M.J. Colden, EVP & Secretary

STATE OF MARYLAND

COUNTY OF MONTGOMERY

On this 22nd day of July, 2004,

_____, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

Miriam A. Fox
Notary Public State of Maryland
My Commission Expires October 1, 2004

(Notary's Printed Name)

Seal

My Commission Expires: 10/1/04

EXHIBIT A

(As of June 30, 2004)

<u>Partner</u>	<u>Agreed Value of Capital Contribution</u>	<u>Partnership Units</u>	<u>Percentage Interest</u>
General Partner:			
HHC GP Corporation 8405 Greensboro Drive Suite 500 McLean, Virginia 22102	\$409,490	40,949	0.10000%
Limited Partners:			
Highland Hospitality Corporation 8405 Greensboro Drive Suite 500 McLean, Virginia 22102	\$396,225,620	39,941,062	97.53802%
Barceló Crestline Corporation 8405 Greensboro Drive Suite 500 McLean, Virginia 22102	\$5,298,500	529,850	1.29392%
Sugar Land Hotel Developers, LLC One Riverside, Suite 300 4401 Northside Parkway Atlanta, Georgia 30327	\$1,091,900	109,190	0.26665%
Portsmouth Hotel Developers, LLC One Riverside, Suite 300 4401 Northside Parkway Atlanta, Georgia 30327	\$1,854,830	185,483	0.45296%
A/H Hotel, L.L.C. 222 Central Park Avenue Suite 2100 Virginia Beach, Virginia 23462	\$1,426,880	142,688	0.34845%