

Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN LIMITED PARTNERSHIP

DHM Tampa Hotel, L.P.

3917

Certificate of Status	1
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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. DHM Tampa Hotel, 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 (State of Formation)
4. December 20, 2004 (Date of Formation)
5. Robert Weissler, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
(Name of Registered Agent for Service of Process)
6. 150 West Flagler Street, Suite 2200
(Street Address of Registered Office)
- Miami (City) Florida 33130 (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
See Attached
(Agent must sign on this line)
8. Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS

<u>DHM Tampa Hotel GP, LLC</u>	<u>1001 N. U.S. Hwy. 1, Suite 800, Jupiter, Florida 33477</u>
<u>Riverwalk GP Holdings LLC</u>	<u>c/o Lehman Brothers Real Estate Partners</u>
	<u>399 Park Avenue, New York, New York 10022</u>
10. 1001 N. U.S. Hwy. 1, Suite 800, Jupiter, Florida 33477
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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12. 1001 N. U.S. Hwy. 1, Suite 800, Jupiter, Florida 33477

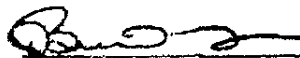
(Mailing Address of Limited Partnership)

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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 16th day of, December, 2004

DHM Tampa Hotel GP, LLC
General Partner



David Buddemeyer
Authorized Person

STATE OF Florida

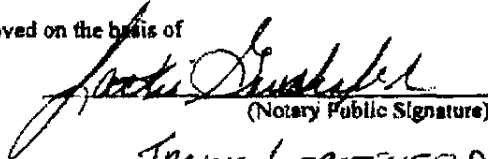
COUNTY OF Miami-Dade

On this 16th day of, December, 2004

David Buddemeyer, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of


(Notary Public Signature)
JACKIE GERSTENFELD
(Notary's Printed Name)

Seal

My Commission Expires: _____

OFFICIAL NOTARY SEAL
JACKIE GERSTENFELD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD052348
MY COMMISSION EXP. SEPT 11, 2005

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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 21st day of, December 2004

Riverwalk GP Holdings LLC
General Partner



Michael Barr
Authorized Person

STATE OF New York
COUNTY OF New York

On this 21st day of, December, Michael Barr

an authorized signatory, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Ed Lautel
(Notary Public Signature)

Eileen Gowan
(Notary's Printed Name)

Seal

My Commission Expires:

EDWIN J. GOWAN
Notary Public, State of New York
No. 51-031778
Qualified in New York County
Commission Expires May 2006

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared David Buddemeyer, an authorized person on behalf of a general partner of DHM Tampa Hotel, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 99.

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 ninth day of December, 2004

DHM Tampa Hotel GP, LLC
General Partner


David Buddemeyer
Authorized Person

STATE OF Florida

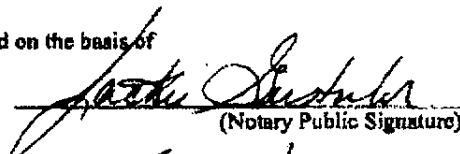
COUNTY OF Miami-Dade

On this ninth day of December, 2004

David Buddemeyer, personally appeared before me,

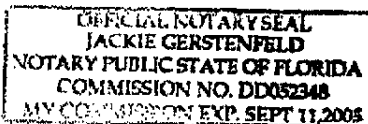
☒ who is personally known to me

☐ whose identity I proved on the basis of


(Notary Public Signature)
JACKIE GERSTENFELD
(Notary's Printed Name)

Seal

My Commission Expires: _____



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael Barr, an authorized person on behalf of
a general partner of DHM Tampa Hotel, L.P., a Delaware limited partnership, hereinafter referred to
as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of
transacting business in Florida is \$ 99.

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 20th day of December, 2004

Riverwalk GP Holdings LLC
General Partner


Michael Barr
Authorized Person

STATE OF

New York

COUNTY OF

New York

On this 21 day of December, Michael Barr

Authorized Signatory personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Eileen Gould
(Notary Public Signature)

Eileen Gould
(Notary's Printed Name)

Seal

My Commission Expires:

EILEEN J. GOULD
Notary Public, State of New York
No. 31-4081776
Qualified in New York County
Commission Expires May 2006

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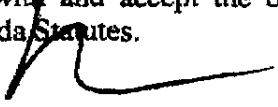
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, the foregoing limited partnership submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited partnership is DHM Tampa Hotel, L.P.
2. The name and the Florida street address of the registered agent and office are:

Robert I. Weissler
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

Having been named as registered agent and to accept service of process for the above stated limited partnership 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 as provide for in Florida Statutes.



Robert I. Weissler, Registered Agent

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