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Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

**FLORIDA/FOREIGN LP/LLP
ASHFORD WQ HOTEL LP**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$1,061.25

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11 MAR -1 AM 6:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2011 MAR -1 AM 8:42
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TALLAHASSEE, FLORIDA

T. CLINE

MAR - 2 2011

EXAMINER

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ashford WQ Hotel LP

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Ruth Shumway

Contact Person

Ashford Hospitality Trust, Inc.

Firm/Company

14185 Dallas Parkway, Suite 1100

Address

Dallas, Texas 75254

City, State and Zip Code

rshumway@ahrtreit.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Lockwood

at (214

) 659-4540

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Ashford WQ Hotel LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. February 28, 2011

Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

5. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Kimberly B. Moret
as its agent

7. Principle Office: (Florida Street Address)

N/A

8. Mailing Address:

14185 Dallas Parkway, Suite 1100

Dallas, Texas 75254

9. If limited partnership is a limited liability limited partnership, check box ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: Ashford WQ Hotel GP, LLC

M 11-1045

Name of General Partner: _____

Street Address: 14185 Dallas Parkway, Suite 1100

Street Address: _____

Dallas, Texas 75254

Mailing Address: 14185 Dallas Parkway, Suite 1100

Mailing Address: _____

Dallas, Texas 75254

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____


Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 28th day of February, 20 11


Signature of a general partner

David A. Brooks, Vice President of Ashford WQ Hotel GP, LLC, general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASHFORD WQ HOTEL LP" 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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASHFORD WQ HOTEL LP" WAS FORMED ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2011.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8587369

DATE: 02-28-11