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John Q Hammons
HOTELS & RESORTS

February 10, 2006

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

RE: John Q. Hammons Hotels, LP

The enclosed "Amendment to Certificate of Authority for Foreign Limited Partnership", "Certificate of Existence", and check for \$61.25 are submitted to file the amendment and to obtain a Certificate of Good Standing for Atrium Hotels, L.P..

Please return all correspondence on this matter to:

Julie Sellers
John Q. Hammons Hotels
300 John Q. Hammons Parkway
Suite 900
Springfield, MO 65806

For further information concerning this matter, please call me at 417-873-3542.

Sincerely,

Julie Sellers
Administrative Assistant
Operations, Finance & Legal

Enclosures

cc: Debbie Shantz w/o enclosures
Nilesh Morar w/o enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JOHN Q. HAMMONS HOTELS, LP
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JULIE SELLERS

(Contact Person)

JOHN Q. HAMMONS HOTELS

(Firm/Company)

300 JOHN Q. HAMMONS PKWY., STE. 900

(Address)

SPRINGFIELD, MO 65806

(City, State and Zip Code)

For further information concerning this matter, please call:

JULIE SELLERS

(Name of Contact Person)

at (417)

873-3542

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☒ \$61.25 Filing Fee
and Certificate of
Status

☐ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

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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TALLAHASSEE, FLORIDA

FILED

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

JOHN Q. HAMMONS HOTELS, L.P.

2. The jurisdiction of its formation is: DELAWARE

3. The date the entity was authorized to transact business in Florida is: 11-23-1994

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

ATRIUM HOTELS, L.P.

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

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

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

ATRIUM GP, LLC

1114 AVENUE OF THE AMERICAS

27TH FLOOR

NEW YORK, NY 10036

MOB-959

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TALLAHASSEE, FLORIDA

11151

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

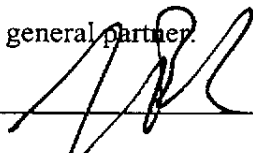
☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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.)

Signature of a general partner:



Typed or printed name:

JONATHAN D. EILIAN
CHAIRMAN , ATRIUM GP, LLC

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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TALLAHASSEE, FLORIDA

Delaware

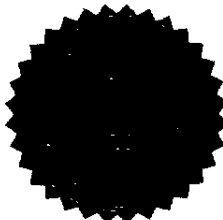
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATRIUM HOTELS, L.P." 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 SEVENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATRIUM HOTELS, L.P." WAS FORMED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1989.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2207139 8300

AUTHENTICATION: 4506942

060117151

DATE: 02-07-06