

Document Number Only

B95000000007

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, Fla. 32301 (904) 656-8298
City State Zip Phone

CORPORATION(S) NAME

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300001 375 24 8
-01/10/95--01038--020
***1785.00 ***1785.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -6 PM 3:04

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SLT Realty Limited Partnership

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Fictitious Name
- Certified Copy
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STATE
FEE

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REGISTRATION FEE 1250.00
COPY 35.00
TOTAL 1285.00
STATE FEE 11.25

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

1. SLT Realty Limited Partnership
(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 15, 1994
(Date of Formation)

5. CT CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM
(Officer must sign on this line)
Thomas C. Iofaro
Assistant Secretary
(Type Name and Title of Officer)

8. 11845 West Olympic Boulevard, Suite 550, Los Angeles, California 90064
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

Hotel Investors Trust 699144

SPECIFIC ADDRESS

11845 West Olympic Blvd., Suite 550
Los Angeles, California 90064

10. 11845 West Olympic Boulevard, Suite 550, Los Angeles, California 90064
(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 cancelled or withdrawn.

12. 11845 West Olympic Boulevard, Suite 550, Los Angeles, California 90064
(Mailing Address of Limited Partnership)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN - 5 PM 3: 04

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SECRETARY OF STATE'S
DIVISION OF REGISTRATIONS
95 JAN - 6 PM 3: 04

This 27th day of December, 1994

x Jeffrey C. Lapin
General Partner

Jeffrey C. Lapin, President
of Hotel Investors Trust

STATE OF California

COUNTY OF Los Angeles

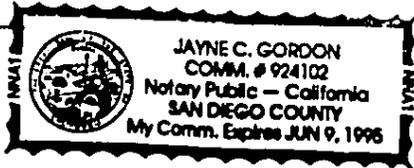
THE FOREGOING instrument was acknowledged and sworn to before me this 27th day
of December, 1994, by JEFFREY C. (Name of General Partner) of

SLT Realty Limited Partnership
(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Jayne C. Gordon
Notary Public
State of California at Large

My Commission Expires:

June 9, 1995



(SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jeffrey C. Lapin, a general partner of SLT Realty Limited Partnership, 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 \$ 38,276,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 382,760.00.

This 27th day of DECEMBER, 1994.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

General Partner

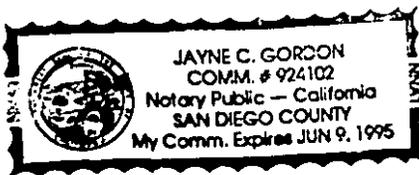
Jeffrey C. Lapin

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SECRETARY OF STATE
95 JAN -6 PM 3: 04

STATE OF California
COUNTY OF Los Angeles
DATE December 27 1994

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jeffrey C. Lapin (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of DECEMBER, 1994.



Jayne C. Gordon
Notary Public
State of California at Large
My Commission Expires: June 9 1995

Document Number Only

395000000007

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200

Address
Tallahassee, FL 32301 (904) 656-0298

City State Zip Phone

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR - 6 PM 3 21

CORPORATION(S) NAME

S&T Realty Limited Partnership

- Profit
- NonProfit
- Amendment
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BALANCE DUE _____

FUND _____

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

SLT Realty Limited Partnership

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The general partner has changed it's name from Hotel Investors Trust to Starwood Lodging Trust.

SECTION 620.173
DIVISION OF REVENUE
95 MAR -6 PM 3:21



(Signature of a General Partner)

President and Trustee

Jeffrey C. Lapin for Starwood Lodging Trust, General Partner

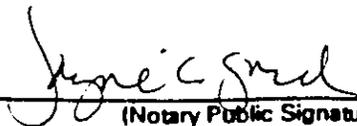
(Typed or printed name of General Partner signing above)

STATE OF California

COUNTY OF Los Angeles

On this 28th day of February, 1995, JEFFREY C LAPIN personally appeared before me

- who is personally known to me
- whose identity is proved on the basis of



(Notary Public Signature)

Jacquie C. Gordon

(Notary's Printed Name)

Seal

My Commission Expires: 6-9-95

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -3 AM 11:16

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000007

SLT REALTY LIMITED PARTNERSHIP

Mailing Address

11845 WEST OLYMPIC BLVD., SUITE 530
LOS ANGELES CA 90064

Principal Office Address

11845 WEST OLYMPIC BLVD., SUITE 530
LOS ANGELES CA 90064

2. New Mailing Address, if Applicable

Suite, Apt #, etc

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt #, etc

City, State & Zip

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
01/06/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record
\$382,760.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$382,760.00

6. FEI Number

95-4509413

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

5b 7c. Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.192, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$181.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt #, etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

STARWOOD LODGING TRUST

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11845 WEST OLYMPIC BL

11b. City, State & Zip Code

LOS ANGELES CA 90064

11c. Regulatory
Document Number

688144

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-01/10/96--01150--012
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Jeffrey C. Lapin

Jeffrey C. Lapin, President

DATE

12/11/95

Typed or Printed Name of General Partner Signing Form of **Starwood Lodging Trust**

Telephone Number **(310) 575-3900**

CR2E003 (6/95)