

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

B96000000484



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 191006 91243A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 1785.00

ORDER DATE : December 17, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 191006-005

500002030755--4

CUSTOMER NO: 91243A

CUSTOMER: Nancy Koerbel, Legal Asst
Interstate Hotels Corporation
Foster Plaza
680 Andersen Drive
Pittsburgh, PA 15220

FOREIGN FILINGS

NAME: CASA MARINA REALTY
PARTNERSHIP, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

*12/17/96
BKA*

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 17 PM 1:57

RECEIVED
96 DEC 17 AM 10:40
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Morham, Secretary of State

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

FILED - STATES SECRETARY OF CORPORATIONS DIVISION 36 DEC 17 11 15 AM

1. CASA MARINA REALTY PARTNERSHIP, L.P. (Name of limited partnership as it is in the home state)

2. CASA MARINA REALTY PARTNERSHIP, L.P., LTD. (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 12, 1996 (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

By: Karen B. Rozar (Agent must sign on this line) Karen B. Rozar, As Agent

8. 1201 Hays Street Tallahassee, Florida 32301 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

CASA MARINA REALTY CORPORATION c/o INTERSTATE HOTELS CORP.

FOSTER PLAZA X 680 ANDERSEN DRIVE Pittsburgh, PA 15220

F96000006590

10. C/O INTERSTATE HOTEL CORPORATION, FOSTER PLAZA X, 680 ANDERSEN DRIVE (Office where Names, Addresses and Contributions of Limited Partners are kept.) PGH. PA 15220

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.

CONTINUED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 17 PM 1:57

12. CASA MARINA REALTY PARTNERSHIP, L.P. c/o Interstate Hotels Corporation
Fonten Plaza X, 680 Anderson Drive, Pittsburgh, PA 15220
(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.

This day of 16th, December, 19 96.

[Handwritten Signature]

Casa Marina Realty Corporation BY:

General Partner

TIMOTHY Q. HUDAK
~~Vice President and~~
Assistant Secretary

STATE OF PENNSYLVANIA
COUNTY OF Allegheny

On this 16th day of December, 19 96.

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of PA. Driver License

[Handwritten Signature]
(Notary Public Signature)
CHARLOS V SCHMITT
(Notary's Printed Name)

Seal

My Commission Expires:

Notarial Seal
Charles V. Schmitt, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 21, 1997
Member, Pennsylvania Association of Notaries

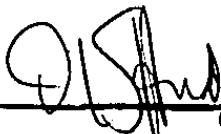
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Casa Marina Realty Corporation, a general partner of Casa Marina Realty Partnership, 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 \$ 30,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 30,000,000.

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.

This 16th day of December, 1996.


Casa Marina Realty Corporation BY:
General Partner
TIMOTHY Q. NUDAK, Vice President and Assistant Secretary

STATE OF PENNSYLVANIA

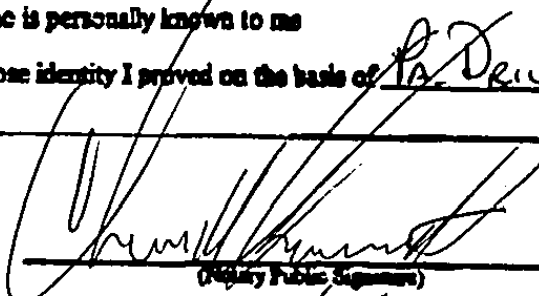
COUNTY OF ALLEGHENY

On this 16th day of DECEMBER, 1996,

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of P.A. Driver License



(Notary Public Signature)
CHARLES V. SCHMITT
(Notary's Printed Name)

Seal

My Commission Expires: _____

Notarial Seal
Charles V. Schmitt, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 21, 1997
Member, Pennsylvania Association of Notaries

FILED
DIVISION OF CORPORATIONS
96 DEC 17 PM 1:51