

CT CORPORATION

B99000000188

CORPORATION(S) NAME

FelCor/MM Holdings, L.P.

FILED
02 FEB 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800005026868--1

02/28/02 81056-004
*****35.00 *****35.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input checked="" type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/28/02

Order#: 5160905

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. FelCor/MM Holdings, L.P.
Name of the limited partnership

2. May 5, 1999
Date of filing/registration in Florida

3. B99000000188
Document number assigned

4. The name and address of the present registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

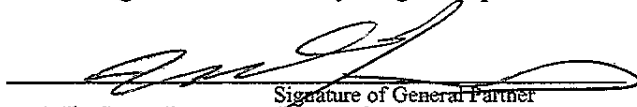
5. The name and street address of the successor registered agent and office: (P.O. Box **not** acceptable)

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

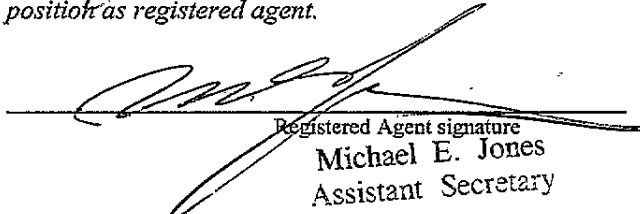
Plantation, Florida 33324

Such change was authorized by the general partners.


Signature of General Partner

Mike Jones, Pursuant to Power of Attorney

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


Registered Agent signature
Michael E. Jones
Assistant Secretary

2/27/02

Date

2/27/02

Date

Filing Fee: \$35.00

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

INHSE004(3/95)