

F00000004238



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 773639 4326321

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 87.50

00 JUL 27 AM 11:31
SECRETARY OF CORPORATIONS
FLORIDA

ORDER DATE : July 24, 2000

ORDER TIME : 4:29 PM

ORDER NO. : 773639-040

CUSTOMER NO: 4326321

9000003337569-3

CUSTOMER: Ms. Lynn B. Nuckols
Hunton & Williams
1900 K Street, N.w.

Washington, DC 20006-1109

FOREIGN FILINGS

NAME: RFS MM 2000 CORPORATION

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull

RECEIVED
00 JUL 27 AM 8:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BM
7/27

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RFS MM 2000 Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 21, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of this application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 850 Ridge Lake Boulevard, Suite 220, Memphis, TN 38120
(Current mailing address)
8. To act as managing member of RFS SPE 2000 LLC.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Corporation Service Company
By: [Signature]
(Registered agent's signature)

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

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Bethany M. Burns
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bethany M. Burns, Vice President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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DIRECTORS and OFFICERS
RIDER

DIRECTORS

1. Mark A. Ferrucci
c/o CT Corporation System
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
2. Kim E. Lutthans
c/o CT Corporation System
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
3. Robert M. Solmson
c/o RFS Hotel Investors, Inc.
850 Ridge Lake Boulevard,
Suite 220
Memphis, TN 38120
4. Randy Churchey
c/o RFS Hotel Investors, Inc.
850 Ridge Lake Boulevard,
Suite 220
Memphis, TN 38120
5. Kevin M. Luebbers
c/o RFS Hotel Investors, Inc.
850 Ridge Lake Boulevard,
Suite 220
Memphis, TN 38120

OFFICERS

1. Randy Churchey, President
c/o RFS Hotel Investors, Inc.
850 Ridge Lake Boulevard,
Suite 220
Memphis, TN 38120

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2. Bethany M. Burns, Vice President
c/o Hunton & Williams
1900 K Street, NW
Washington, DC 20006
3. Kevin M. Luebbbers, Secretary
c/o RFS Hotel Investors, Inc.
850 Ridge Lake Boulevard,
Suite 220
Memphis, TN 38120

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Commonwealth of Virginia



State Corporation Commission

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I Certify the Following from the Records of the Commission:

RFS MM 2000 Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 21, 2000.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 24, 2000*



Joel H. Peck
Joel H. Peck, Clerk of the Commission