

Document number

F00000005074

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Apple Suites SPE II, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" 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 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 _____
Acknowledgement _____
W.P. Verifier _____

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00 SEP 11 AM 11:25
DIVISION OF CORPORATION

00 SEP 11 PM 1:04
DIVISION OF CORPORATION
RECEIVED

**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.*

FILED STATE
SECRETARY OF CORPORATIONS
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1. Apple Suites SPE II, Inc.
(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. 09/01/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9 North Third Street, Richmond, VA 23219

(Current mailing address)

See attached.

8. _____
(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: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

By: Barbara A Burke
(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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)

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STATE
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

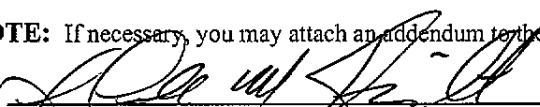
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Glade M. Knight, President

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

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**Apple Suites SPE II, Inc.
a Virginia Corporation**

Officers and Directors

Directors

<u>Name</u>	<u>Address</u>
Glade M. Knight, Chairman	9 North Third Street Richmond, VA 23219

Officers

<u>Name</u>	<u>Title of Office(s)</u>	<u>Address</u>
Glade M. Knight	Chairman of the Board President	9 North Third Street Richmond, VA 23219
Stanley J. Olander, Jr.	Vice President, Treasurer, Secretary	9 North Third Street Richmond, VA 23219

Special Purpose Clause
Apple Suites SPE II, Inc.

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The nature of the Corporation's business, and of the purposes to be conducted and promoted by the Corporation, are limited solely to the following activities:

- (a) To acquire from Apple Suites, Inc., a Virginia corporation, those certain parcels of real property listed on Schedule A hereto, together with all improvements located thereon (collectively, the "Properties");
- (b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Properties; and
- (c) To exercise all powers that are enumerated in the Virginia Stock Corporation Act and are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation as set forth herein.

SCHEDULE A
(List of Properties for Apple Suites SPE II, Inc.)

The Properties consist of those real properties, together with all improvements thereon, that are located at the following addresses (and that are more fully described in agreements and instruments evidencing the Mortgage):

Atlanta-Peachtree Homewood Suites
450 Technology Parkway
Norcross, GA 30092

Baltimore-BWI Airport Homewood Suites
1181 Winterson Road
Linthicum, MD 21090

Clearwater Homewood Suites
2233 Ulmerton Road
Clearwater, FL 33762

Detroit-Warren Homewood Suites
30180 N. Civic Center Drive
Warren, MI 48093

Richmond-West End Homewood Suites
4100 Innslake Drive
Glen Allen, VA 23060

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OFFICE OF THE CLERK
STATE OF MARYLAND
11 PM 1:04
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Commonwealth of Virginia



State Corporation Commission

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STATE
SECRETARY OF CORPORATION
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I Certify the Following from the Records of the Commission:

Apple Suites SPE II, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is September 01, 2000.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
September 6, 2000*



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