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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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DIVISION OF CORPORATIONS
MANALAPASSEE FLORIDA

FOREIGN PROFIT QUALIFICATION

MANALAPAN HOTEL OPERATIN COMPANY, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
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AUTHORIZATION BY PHONE TO

CORRECT wanted 9/5 added

DATE 10/11

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J. BRYAN OCT 14 2002

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Crescent Hospitality, Inc.
777 Main Street, Suite 2100
Fort Worth, Texas 76102
(817) 321-2100

October 11, 2002

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Secretary of State
Tallahassee, Florida

Dear Sir or Madam:

As the Assistant Secretary of Crescent Hospitality, Inc., a Delaware corporation, the administrative member of Manalapan Hotel Operating Company, LLC, a Delaware limited liability company, I hereby approve and give consent to the use of the name Manalapan Hotel Operating Company, Inc.

Best regards,

**MANALAPAN HOTEL OPERATING
COMPANY, LLC**, a Delaware limited liability
company

By: Crescent Hospitality, Inc., a Delaware
corporation

By: *Elizabeth A. Hays*
Elizabeth A. Hays, Assistant Secretary

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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. Manalapan Hotel Operating Company, 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. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. October 10, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 777 Main Street, Suite 2100, Fort Worth, Texas 76102

(Principal office address)

same

(Current mailing address)

8. hotel operations

(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 Corporation

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301-2525

(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.



(Registered agent's signature)

Grant D. Barber
as its agent

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.

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12. Names and business addresses of officers and/or directors:**A. DIRECTORS**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kenneth S. MoczulskiAddress: 777 Main Street, Suite 2100Fort Worth, Texas 76102Director: Patrick K. Fox, Esq.Address: 13155 Noel Road, Suite 2400Dallas, Texas 75240**B. OFFICERS**President: Dennis H. AlbertsAddress: 777 Main Street, Suite 2100Fort Worth, Texas 76102Vice President: David M. DeanAddress: 777 Main Street, Suite 2100Fort Worth, Texas 76102Secretary: David M. DeanAddress: 777 Main Street, Suite 2100, Fort Worth, Texas 76102Treasurer: Christopher T. PorterAddress: 777 Main Street, Suite 2100, Fort Worth, Texas 76102

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. Christopher T. Porter, Vice President and Treasurer

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

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Delaware

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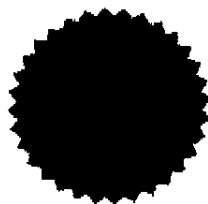
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANALAPAN HOTEL OPERATING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MANALAPAN HOTEL OPERATING COMPANY, INC." WAS INCORPORATED ON THE TENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2031354

DATE: 10-11-02

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NO. 6052 P. 2