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STATE
TALLAHASSEE, FLORIDA

04 JUL 30 PM 12:45

CLERK

13K



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 818751 7407185

AUTHORIZATION :

COST LIMIT : \$ 78.75

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04 JUL 28
3:40
TALLAHASSEE
FLORIDA
Patricia Lopez

ORDER DATE : July 23, 2004

ORDER TIME : 10:53 AM

ORDER NO. : 818751-100

CUSTOMER NO: 7407185

CUSTOMER: Ms. A.b. Fox
Highland Hospitality
Suite 500
8405 Greensboro Drive
McLean, VA 22102

FOREIGN FILINGS

NAME: HHC GP CORPORATION

File
1st

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER: _____

**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. HHC GP Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland

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

3. 57-1183293

(FEI number, if applicable)

4. November 12, 2003

(Date of incorporation)

5. Perpetual

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

6. Upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8405 Greensboro Dr., Suite 500, McLean, VA 22102

(Principal office address)

8405 Greensboro Dr., Suite 500, McLean, VA 22102

(Current mailing address)

8. General Partner of Highland Hospitality, L.P.

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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: Vera Norris

(Registered agent's signature)
Vera Norris, Authorized Representative

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 business addresses of officers and/or directors:

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

A. DIRECTORS

Chairman: Bruce D. Wardinski

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

Vice Chairman: James L. Francis

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

Director: W. Reeder Glass

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

Director: Willaim L. Wilson

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

B. OFFICERS

President: James L. Francis

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

Vice President: Patrick W. Campbell

Address: 8405 Greensboro Dr., Suite 500
McLean, VA 22102

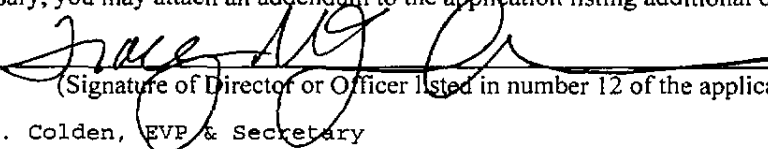
Secretary: Tracy M.J. Colden

Address: 8405 Greensboro Dr., Suite 500, McLean, VA 22102

Treasurer: Douglas W. Vicari

Address: 8405 Greensboro Dr., Suite 500, McLean, VA 22102

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Tracy M.J. Colden, EVP & Secretary
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

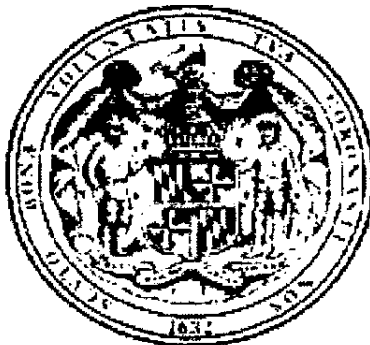
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HHC GP CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 29, 2004.



Paul B. Anderson
Charter Division



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