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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION WINSTON MANAGER II CORPORATION

FILED
2005 FEB -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 28 2005 7:42:21 WINSTON HOTELS

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. Winston Manager II 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. Delaware 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 26, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2626 Glenwood Avenue, Suite 200, Raleigh, North Carolina 27608
(Principal office address)

(Current mailing address)

8. To engage in any lawful acts or purposes for which corporations may be organized.
(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: Cynthia L. Harris
(Registered agent's signature)
Cynthia L. Harris
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.

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

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NO. 332 P. 10/10

JAN. 28. 2005 7:41PM WINSTON HOTELS

A. DIRECTORS

Chairman: Charles M. Winston

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Director: Joseph V. Green

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Director: Kenneth R. Crockett

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Director: Robert W. Winston

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

B. OFFICERS

President: Joseph V. Green

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Vice President: Brent V. West

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Secretary: Brent V. West

Address: 2626 Greenwood Ave., Suite 200, Raleigh, NC 27608

Treasurer: _____

Address: _____

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. Joseph V. Green, Director

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

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

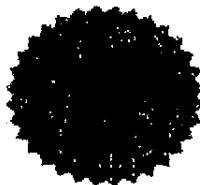
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINSTON MANAGER II CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINSTON MANAGER II CORPORATION" WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2005.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3646894

DATE: 01-28-05

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