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November 17, 1997

EXPRESS DELIVERY

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002350803--6
-11/18/97-01072--001
*****70.00 *****70.00

RE: Crestwood Suites, Inc. Three, a Georgia corporation

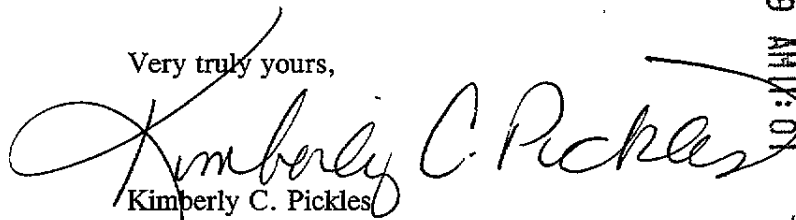
W97-26079

Dear Sir or Madam:

In connection with the above-referenced corporation, enclosed please find an original Application by Foreign Corporation for Authorization to Transact Business in the State of Florida. Kindly file the aforementioned Application and forward the necessary confirmation to me once the Application has been processed.

Please do not hesitate to contact me should you require anything further from our office. Thank you for your assistance.

Very truly yours,


Kimberly C. Pickles

/kcp
Enclosures


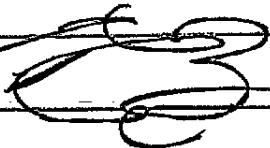
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 AM 11:01

mtu
11/19

Attachment Has
Agent Signature

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN THE STATE OF 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. Name of Corporation: Crestwood Suites, Inc. Three	
2. State of Incorporation: Georgia	3. FEI #: 58-2337431 Applied For
4. Date of Incorporation: 6/20/97	5. Duration: Perpetual
6. Date First Transacted Business in Florida: November 10, 1997	
7. Current Mailing Address: 7692 Fuller Loop, Dallas, Georgia 30132	
8. Business Purpose of Corporation: Construction and operation of hotels and all other purposes allowed by law.	
9. Name and Street Address of Florida Registered Agent: Name: Mary J. Simpson, 7692 Fuller Loop, Dallas, Georgia 30132	
9. Office Street Address: 7692 Fuller Loop, Dallas, Georgia 30132	
10. Registered Agent's Acceptance: <i>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.</i>  Registered Agent's Signature / Mary J. Simpson	
11. Attached is a certificate of existence duly authenticated, not more than ninety (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:	
Director: Kenneth L. Burson	Address: Route 1, Box 1570, Clarkesville, Georgia 30523
Director: Steve Simpson	Address: 7692 Fuller Loop, Dallas, Georgia 30132
President: Kenneth L. Burson	Address: Route 1, Box 1570, Clarkesville, Georgia 30523
Vice President: Steve Simpson	Address: 7692 Fuller Loop, Dallas, Georgia 30132
Secretary: Mary J. Simpson	Address: 7692 Fuller Loop, Dallas, Georgia 30132
Treasurer: Mary J. Simpson	Address: 7692 Fuller Loop, Dallas, Georgia 30132
13. Signature of President: 	
14. Name: Kenneth L. Burson	Capacity: President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 AM 11:01

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973180865
CONTROL NUMBER : 9721926
DATE INC/AUTH/FILED: 06/20/1997
JURISDICTION : GEORGIA
PRINT DATE : 11/14/1997
FORM NUMBER : 211

HENDRICK, PHILLIPS, SCHEMM & SALZMAN
NEIL C. SCHEMM
STE 1800, 230 PEACHTREE ST., NW
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

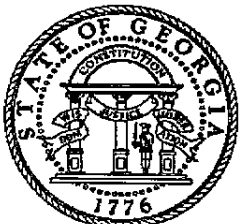
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CRESTWOOD SUITES, INC. THREE
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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