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STATE
SECRETARY OF
CORPORATIONS
00 JUL 27 AM 11:44

ACCOUNT NO. : 072100000032

REFERENCE : 773639 4326321

AUTHORIZATION : Patricia Pigeto

COST LIMIT : \$~~87.50~~

135.00

ORDER DATE : July 24, 2000

ORDER TIME : 4:33 PM

ORDER NO. : 773639-005

CUSTOMER NO: 4326321

8000003337568--6

CUSTOMER: Ms. Lynn B. Nuckols
Hunton & Williams
1900 K Street, N.w.

Washington, DC 20006-1109

FOREIGN FILINGS

NAME: RFS SPE 2000 LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull

1115

7/27/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 27 AM 8:55

RECEIVED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. RFS SPE 2000 LLC
(Name of foreign limited liability company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. July 21, 2000
(Date of Organization)
5. December 30, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval of application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 850 Ridge Lake Boulevard, Suite 220
Memphis, TN 38120
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

RFS MM 2000 Corporation
850 Ridge Lake Boulevard, Suite 220
Memphis, TN 38120

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To own a hotel.

Bethany M. Burns
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bethany M. Burns, Vice President, RFS MM 2000 Corporation, as Managing
Typed or printed name of signee Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RFS SPE 2000 LLC

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

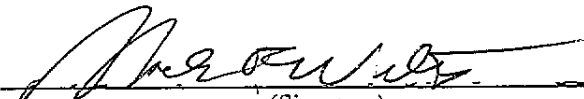
Tallahassee

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Commonwealth of Virginia

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State Corporation Commission

I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on July 21, 2000 by RFS SPE 2000 LLC.

A certificate of cancellation has not been filed in this office by RFS SPE 2000 LLC.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 24, 2000*



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