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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

100003421831--2
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****125.00 ****125.00*

Maingate Managers GP, L.L.C.

00 OCT 11 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FL ORIDA

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AND
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- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

CONNIE BRYAN

10-11-00

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. Maingate Managers GP, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 10-10-00
(Date of Organization)
5. 11-1-2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 10-11-00
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3250 Mary Street, Suite 500
Miami Florida 33133
(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:

<u>Maingate Managers, L.P.</u>	<u>Mark A. Ferrucci</u>
<u>3250 Mary St., Ste. 500</u>	<u>c/o The Corporation Trust Company</u>
<u>Miami, FL 33133</u>	<u>Corporation Trust Center</u>
	<u>1209 Orange Street</u>
	<u>Wilmington DE 19801</u>

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:

hotel ownership

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.)

E. Donald Reilly, Vice President of

Typed or printed name of signee
Maingate Operating Corporation, its general partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Maingate Managers GP, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Rd.

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

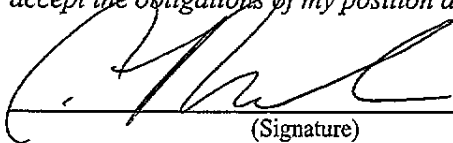
Plantation

FL

33324

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)

G. Morales
Special Asst. Secretary

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

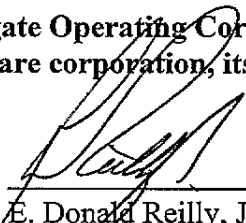
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TALLAHASSEE, FLORIDA

CONSENT TO USE OF NAME

The undersigned authorized representative of Maingate Operating Corporation, Inc., general partner of Maingate Managers, L.P., hereby consents, on behalf of Maingate Managers, L.P., to the use of the name Maingate Managers GP, L.L.C.

**MAINGATE MANAGERS, L.P., a Delaware
limited partnership**

**By: Maingate Operating Corporation, a
Delaware corporation, its general partner**

By: 
Name: E. Donald Reilly, Jr.
Title: Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAINGATE MANAGERS GP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF OCTOBER, A.D. 2000.

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




Edward J. Freel, Secretary of State

3299920 8300

AUTHENTICATION: 0725344

001510100

DATE: 10-10-00