

CT CORPORATION SYSTEM

M01000001713

CORPORATION(S) NAME

(1) CP Miami Hotel Managers, LLC

(2) CP Miami Hotel Managers, L.P.

FILED
01 JUL 30 PM 4 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/31/01--01003--007
*****130.00 *****130.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> UCCS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 30 PM 3 09
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Name _____
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Examiner _____
Updater _____
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W.P. Verifier _____

7/30/01

Order#: 4693119

Ref#: _____

Amount: \$ _____

MS
File 2nd

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. CP Miami Hotel Managers, LLC

(Name of foreign limited liability company)

2. Delaware

(Jurisdiction under the law of which foreign limited liability
company is organized)

3.

Applied For

(FEL number, if applicable)

4.

July 30, 2001

(Date of Organization)

5.

Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. Upon registration

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3250 Mary Street, Fifth Floor

Miami, FL 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:

CP Miami Hotel Operating Corporation

3250 Mary Street, Fifth Floor, Miami, FL 33133

CP Miami Holdings, L.L.C.

3250 Mary Street, Fifth Floor, Miami, FL 33133

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:

Rendering services as a general partner

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, Jr., Vice President

Typed or printed name of signee

FILED
JUL 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

CP Miami Hotel Managers, LLC

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..

Connie Bryan

(Signature)

Connie Bryan, Special Ass't. Secy.

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP MIAMI HOTEL MANAGERS, LLC" 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 THIRTIETH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 JUL 30 PM 4 22

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2847481 8300

AUTHENTICATION: 1269309

010368881

DATE: 07-30-01