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Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FOREIGN LIMITED LIABILITY COMPANY

Mayfair House Hotel, LLC

Certificate of Status	1
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04 APR 29 AM 8:36
SECRETARY OF STATE
AND TREASURER, FLORIDA

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JPB
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In connection with Section 608.508, Florida Statutes, the following is submitted to register Mayfair House Hotel, LLC, a Delaware limited liability company to transact business in the State of Florida:

1. The name of the foreign limited liability company is Mayfair House Hotel, LLC (the "Company").
2. The Company was formed under the laws of the State of Delaware.
3. The Company's federal employer identification number is 20-1027341.
4. The Company was organized on April, 14, 2004.
5. The Company has a perpetual existence.
6. The Company shall commence transacting business in the State of Florida upon acceptance and filing of this Application by the Florida Department of State.
7. The street address of the Company's principal office is 1999 Avenue of the Stars, Suite 1200, Los Angeles, California 90067.
8. The Company is a member-managed limited liability company.
9. The names and usual business addresses of the members are as follows:

Colony Mayfair House, LLC
1999 Avenue of the Stars, Suite 1200
Los Angeles, California 90067

Mayfair Hotel Property Investors, LLC
36400 Woodward Avenue, Suite 118
Bloomfield Hills, Michigan 48304

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 the Company is organized.
11. The nature of the business or purpose to be conducted or promoted in Florida is the transaction of any and all lawful business for which a limited liability company may be organized in the State of Florida including, but not limited to, owning and operating hotel properties.

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IN WITNESS WHEREOF, the undersigned being the AUTHORIZED PERSON of the
Company has executed this Application for Authorization to Transact Business this 20th day of
April, 2004.

By: 
Name: ROBERT J. WEISBERG
Title: AUTHORIZED PERSON

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

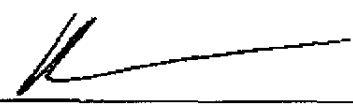
1. The name of the Company is Mayfair House Hotel, LLC
2. The name and street address of the registered agent and office are:

Robert I. Weissler
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: April 28, 2004


Robert I. Weissler, Registered Agent

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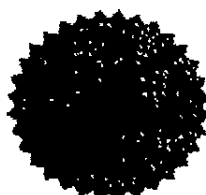
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAYFAIR HOUSE HOTEL, 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAYFAIR HOUSE HOTEL, LLC" WAS FORMED ON THE FOURTEENTH DAY OF APRIL, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3077386

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DATE: 04-28-04