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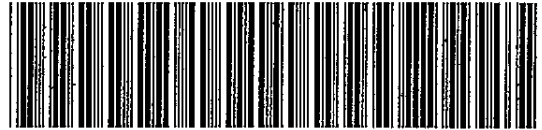
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TALLAHASSEE, FLORIDA

LAW OFFICE
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May 20, 2004

Via Overnight Mail
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Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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04 MAY 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Regal Inn of Hampton Beach, LLC (the "Company")

To Whom It May Concern:

In connection with the above-referenced Company, enclosed for processing please find the following:

1. Original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence for the Company issued by the New Hampshire Secretary of State on May 11, 2004; and
4. Our check #2075 made payable to the Florida Department of State in the amount of \$160.00, which represents payment for (1) Filing Fee for Application; (2) Fee for Designation of Registered Agent; (3) Fee for Certified Copy of Filed Application; and (4) Fee for Certificate of Status.

Please forward the Letter of Acknowledgment, Certified Copy of Filed Application and Certificate of Status to the Registered Agent.

Registration Section
Division of Corporations
May 20, 2004
Page 2 of 2

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Thank you.

Sincerely,


Bethany J. Raffa Esq.

Enclosures

cc: Regal Inn of Hampton Beach, LLC (without enclosures)

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TALLAHASSEE, FLORIDA

**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. Regal Inn of Hampton Beach, LLC
(Name of foreign limited liability company)
2. New Hampshire 3. 02-0513945
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 5, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1725 Melody Lane, Nokomis, Florida 34275
(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:

Geoffrey A. Scimone, Managing Member, 1725 Melody Lane, Nokomis, FL 34275

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.)

1. Nature of business or purposes to be conducted or promoted in Florida: To own, invest in,
manage and operate hotels and to purchase the property necessary to do so and*

Geoffrey A. Scimone, mgr.
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.)
Geoffrey A. Scimone, Managing Member

Typed or printed name of signee

*to engage in any other activities that may be lawfully conducted by a limited liability company.

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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 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:

Regal Inn of Hampton Beach, LLC

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

Geoffrey A. Scimone

(Name)

1725 Melody Lane

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

Nokomis

FL

34275-1450

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Geoffrey A. Scimone, Mgr.

(Signature)

\$ 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 New Hampshire Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that REGAL INN OF HAMPTON BEACH, LLC is a New Hampshire limited liability company formed on January 5, 2000. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that a certificate of cancellation has not been filed.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 11th day of May, A.D. 2004

William M. Gardner

William M. Gardner
Secretary of State