

M04000002669

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(Address)

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INVESTIGATIONS  
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 791569 4808062  
AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ 130.00

FILED  
04 JUL -8 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 6, 2004  
ORDER TIME : 9:39 AM  
ORDER NO. : 791569-050  
CUSTOMER NO: 4808062  
CUSTOMER: Takako Muramatsu, Legal Asst  
Morgan, Lewis & Bockius Llp  
22nd Floor  
300 South Grand Avenue  
Los Angeles, CA 90071-3132

FOREIGN FILINGS

NAME: CAPITAL LODGING TALLAHASSEE,  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

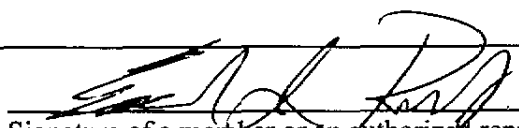
CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: \_\_\_\_\_

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

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

1. Capital Lodging Tallahassee, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. May 14, 2004  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2927 Maple Avenue, Suite 503, Dallas, Texas 75201  
(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:
- Edward Rohling - 2927 Maple Avenue, Suite 503, Dallas, TX 75201
- John Bailey - 2927 Maple Avenue, Suite 503, Dallas, TX 75201
- Rick Koenigsberger - 2927 Maple Avenue, Suite 503, Dallas, TX 75201
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 owner

  
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.)

Edward Rohling, Manager

Typed or printed name of signee

**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:

Capital Lodging Tallahassee, 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.*

Deborah D. Skipper  
(Signature)

Deborah D. Skipper  
Asst. V. Pres.

\$ 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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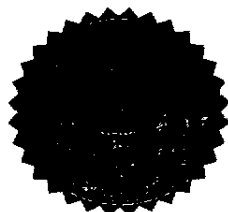
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL LODGING TALLAHASSEE, 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 SEVENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPITAL LODGING TALLAHASSEE, LLC" WAS FORMED ON THE FOURTEENTH DAY OF MAY, A.D. 2004.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3803198 8300

AUTHENTICATION: 3218301

040499354

DATE: 07-07-04