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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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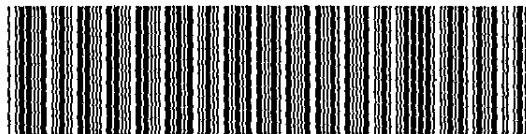
(Business Entity Name)

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Morgan Lewis  
C O U N S E L L A W  
**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 18, 2004

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Amendment Section, Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Capital Lodging TRS Operations II, Inc.  
Capital Lodging Tallahassee, LLC

Ladies and Gentlemen:


On behalf of the above-mentioned entities (the "Capital Lodging Entities"), we are sending you the Application by Foreign Corporation for Withdrawal of Authority and the Application by Foreign Limited Liability Company for Withdrawal of Authority and two checks for the filing fees to withdraw from Florida.

The Capital Lodging Entities were formed in Delaware in connection with a hotel acquisition transaction which was initially scheduled to close at the end of July 2004. The Capital Lodging Entities were qualified in Florida on July 8, 2004.

However, the hotel acquisition transaction did not close as planned. The Capital Lodging Entities never acquired the hotel properties nor did they conduct any business in Florida or any other states. We are now in the process of filing withdrawal, cancellation and dissolution documents in all states.

If you have any questions or need additional information, please feel free to contact Caryl Karnick, Esq. or the undersigned at 213-612-2500.

Very truly yours,

  
Takako Muramatsu  
Legal Assistant

Enclosures

cc: Caryl J. Karnick, Esq.

**FILED**

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN  
FLORIDA**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Capital Lodging Tallahassee, LLC  
(Name of limited liability company)

Delaware  
(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

Morgan Lewis & Bockius LLP, Attn: Steven M. Ruskin, Esq.  
(Mailing address)

300 S. Grand Ave., 22nd Fl., Los Angeles, CA 90071  
(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

  
(Signature of member or authorized representative of a member)

Edward Rohling, Manager

(Typed or printed name of signee)

**Filing Fee: \$25.00**