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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 805028 4334281
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 125.00

FILED
04 JUL 19 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 14, 2004

ORDER TIME : 10:42 AM

ORDER NO. : 805028-015

CUSTOMER NO: 4334281

CUSTOMER: Ms. Chris Krecek
Andrews & Kurth L.L.P.
Suite 3700, 1717 Main Street
Bankone Tower
Dallas, TX 75201

FOREIGN FILINGS

NAME: ASHFORD SENIOR GENERAL PARTNER
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

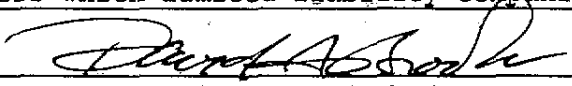
CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

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. Ashford Senior General Partner LLC
(Name of foreign limited liability company)
2. Delaware 3. 20-1356795
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 7/12/04 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14185 Dallas Parkway, Suite 1100, Dallas, TX 75254
(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:
- Montgomery Bennett, 14185 Dallas Parkway, Suite 1100, Dallas, TX 75254
- David Brooks, 14185 Dallas Parkway, Suite 1100, Dallas, TX 75254
- Bernard J. Angelo, 445 Broad Hollow Rd., Suite 239, Melville, NY 11747
- Andrew L. Stidd, 445 Broad Hollow Rd., Suite 239, Melville, NY 11747
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: to conduct any and
all lawful business which limited liability companies may conduct in FL


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.)

David Brooks, 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:

Ashford Senior General Partner 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)

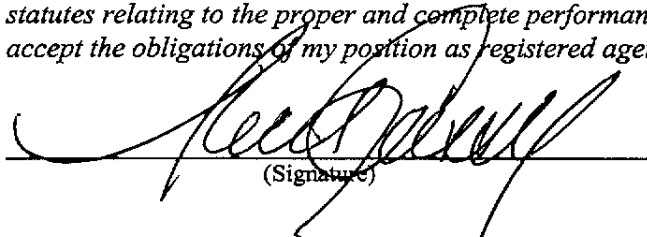
Tallahassee

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.


(Signature)

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

Delaware

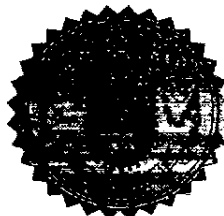
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASHFORD SENIOR GENERAL PARTNER 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 FIFTEENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASHFORD SENIOR GENERAL PARTNER LLC" WAS FORMED ON THE TWELFTH DAY OF JULY, A.D. 2004.

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



3827836 8300

040518678

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3234375

DATE: 07-15-04