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CT CORPORATION

October 12, 2004

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
04 OCT 12 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6210423 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Kuzzins Bowden Hospitality III, LLC (ME)
Registration
Florida

Kuzzins Bowden Hospitality III, LLC (ME)
Cert Copy of Application for Authority-Foreign
Florida

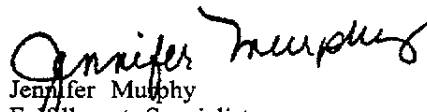
Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,



Jennifer Murphy
Fulfillment Specialist
Jennifer_Murphy@cch-lis.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

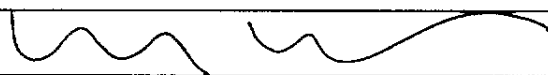
1. Kuzzins Bowden Hospitality III, LLC
(Name of Foreign Limited Liability Company)
2. Maine 3. 20-1714607
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 27, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 300 Woodbury Avenue, Portsmouth NH 03801
(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:

CC&S Development, LLC, 199 Wells Avenue, Newton MA 02459-0332
Tarpon Springs Investors, LLC, 300 Woodbury Avenue, Portsmouth NH 03801

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 Operation



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.)
Benjamin Marccis
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:

Kuzzins Bowden Hospitality III, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

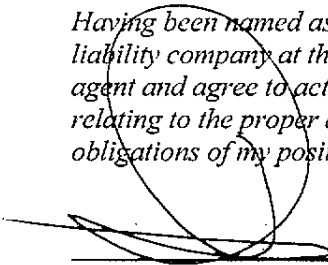
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

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, Florida Statutes.

PETER F. SOUZA
ASSISTANT SECRETARY



(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 Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of formation, amendment and cancellation of articles of organization of limited liability companies and annual reports filed by the same.

I further certify that KUZZINS BOWDEN HOSPITALITY III, LLC is a duly formed limited liability company under the laws of the State of Maine and that the date of formation is September 27, 2004.

I further certify that said limited liability company has filed annual records due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the articles of organization and that according to the records in the Department of the Secretary of State, said limited liability company is a legally existing limited liability company in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this seventh day of October 2004.



A handwritten signature in black ink, appearing to read "Dan Gwadosky".

DAN GWADOSKY
Secretary of State