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04 DEC 17 AM 8:03
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17 DEC 17 AM 8:43
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TAMPA FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

DHM TAMPA HOTEL GP, LLC

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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. The name of the limited liability company: DHM Tampa Hotel GP, LLC
2. Jurisdiction under the law of which the foreign limited liability company was formed: Delaware
3. Federal identification number: Applied for.
4. Date of organization: December 17, 2004.
5. Duration: perpetual
6. The limited liability company will commence transacting business upon the filing of this Application with the Florida Department of State.
7. Street address of the limited liability company's principal office: 1001 N. US Highway 1 Suite 800, Jupiter, Florida 33477
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: Driftwood Hospitality Management, LLC, Managing Member, 1001 N. US Highway 1, Suite 800, Jupiter, Florida 33477.
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: Any all lawful business for which limited liability company may be organized in the State of Florida.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DHM TAMPA HOTEL GP, LLC

By: [Signature]
Name: PHILIP HALE
Title: VICE PRESIDENT

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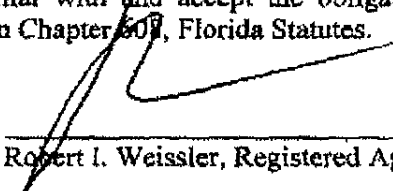
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 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 DHM Tampa Hotel GP, LLC.
- 2. The name and the Florida street address of the registered agent and office are:

Robert I. Weissler
 Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
 150 West Flagler Street, Suite 2200
 Miami, Florida 33130

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 607, Florida Statutes.



 Robert I. Weissler, Registered Agent

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DHM TAMPA HOTEL GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELANARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DHM TAMPA HOTEL GP, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2004.

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

DEPARTMENT OF STATE
WILMINGTON, FLORIDA

DEC 17 11 08 AM '04

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3559834

DATE: 12-17-04

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