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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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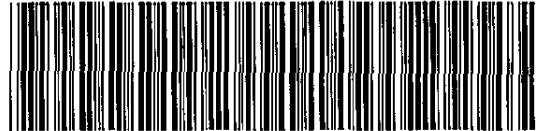
(Business Entity Name)

(Document Number)

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DIVISION OF REVENUE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 715361 4370110

AUTHORIZATION : *Sal*

COST LIMIT : \$ 125.00

ORDER DATE : November 18, 2005

ORDER TIME : 8:52 AM

ORDER NO. : 715361-005

CUSTOMER NO: 4370110

FILED
05 NOV 22 AM 11:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: ASHFORD TRS LESSEE II 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: _____

File 1st

**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 TRS Lessee II LLC
(Name of foreign limited liability company)
2. Delaware 3. 20-2915661
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 5/26/05 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 5/26/05
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14185 Dallas Parkway, Suite 1100
Dallas, Texas 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:

David J. Kimichik, 14185 Dallas Parkway, Suite 1100, Dallas, Texas 75254

Andrew L. Stidd, 445 Broad Hollow Road, Suite 239, Melville, New York 11747

Bernard J. Angelo, 445 Broad Hollow Road, Suite 239, Melville, New York 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 enter into and
perform obligations of Company under TRS Agreements and execute basic documents

X Out K
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 J. Kimichik

Typed or printed name of signee

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RECEIVED
TALLAHASSEE, FLORIDA

**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 TRS Lessee II 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)

Grant D. Barber as its agent

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

Delaware

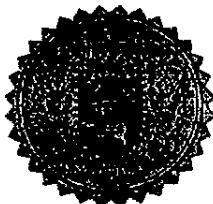
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASHFORD TRS LESSEE II 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASHFORD TRS LESSEE II LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2005.

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



3976722 8300

050945383

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4309725

DATE: 11-21-05