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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MHG of Fort Myers, Florida #3, LLC

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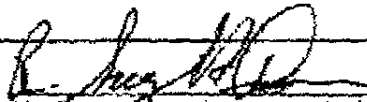
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MHG OF FORT MYERS, FLORIDA #3, LLC
(Name of Foreign Limited Liability Company)
2. GEORGIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEB number, if applicable)
4. 6/21/2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 402 Washington Street, Suite 200, Gainesville, GA 30501
(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:
McKibben Hotel Group, Inc., 402 Washington Street, Suite 200, Gainesville, GA 30501
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 operations



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(2), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Greg Henderson, Vice-President/Finance, McKibben Hotel Group, Inc.

Typed or printed name of signer

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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:

MRG OF FORT MYERS, FLORIDA #3, 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, Florida 33324

City/State/Zip

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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.

CT Corporation System

CONNIE BRYAN

By: Connie Bryan

(Signature)

SPECIAL ASSISTANT SECRETARY

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

Control No. 0543530

STATE OF GEORGIA**Secretary of State**

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

**CERTIFICATE
OF
EXISTENCE**

I, Cathy Cox, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

MHG OF FORT MYERS, FLORIDA #3, LLC**Domestic Limited Liability Company**

was formed or was authorized to transact business on 06/21/2005 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 28th day of July, 2006

Cathy Cox
Secretary of State

Certification Number: 205486-1 Reference:
Verify this certificate online at <http://corp.sos.state.ga.us/corp/sosdb/verify.asp>