

M12000006359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

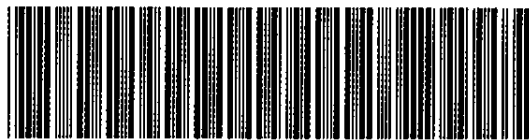
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 NOV -9 PM 4:24

C. LEWIS
NOV 15 2012
EXAMINER



416364

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 13, 2012

CSC / CARINA L. DUNLAP

RESUBMIT
Please give original
submission date as file date.

SUBJECT: BROOKFIELD HOSPITALITY PROPERTIES, LLC
Ref. Number: W12000057109

We have received your document for BROOKFIELD HOSPITALITY PROPERTIES, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 612A00027344

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12 NOV 14 AM 10:55



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 416304 7744605

AUTHORIZATION : *[Handwritten Signature]*

COST LIMIT : \$ 155.00

ORDER DATE : November 9, 2012

ORDER TIME : 1:33 PM

ORDER NO. : 416304-005

CUSTOMER NO: 7744605

FOREIGN FILINGS

NAME: BROOKFIELD HOSPITALITY
PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brookfield Hospitality Properties, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Theresa A. Hoyt
Name of Person

BREF 333, LLC
Firm/Company

3 World Financial Center, 11th Floor
Address

New York, NY 10281-1021
City/State and Zip Code

Theresa.Hoyt@brookfield.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathryn Gregorio at (212) 417-7204
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:
 \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. Brookfield Hospitality Properties, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 99-0381161
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 27, 2012 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3 World Financial Center, 11th Floor
New York, NY 10281
(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:
Andrea Balkan, Theresa A. Hoyt, Paul Sisson, Justin Monge, John Y. Lee all with the business
address: 3 World Financial Center 11th Floor
New York, NY 10281

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: Travel Services

Theresa A. Hoyt
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Theresa A. Hoyt
Typed or printed name of signee

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DIVISION OF CORPORATIONS
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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:

Brookfield Hospitality Properties, LLC

If unavailable, the alternate to be used in the state of Florida is:

n/a

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

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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.

Corporation Service Company

By: *Carina L. Dunlap*
(Signature)

Carina L. Dunlap
Asst. Vice President

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKFIELD HOSPITALITY PROPERTIES 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 EIGHTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD HOSPITALITY PROPERTIES LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2012.

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

5218531 8300

121210391




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9973376

DATE: 11-08-12