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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

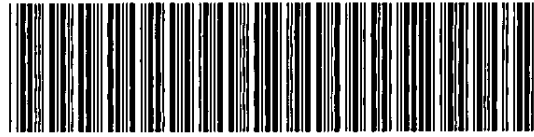
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATE AFFAIRS

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2014 APR 11 AM 11:01
DIVISION OF CORPORATE AFFAIRS

B. BOSTICK

APR 14 2014

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 089754 7527656

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

ORDER DATE : April 9, 2014

ORDER TIME : 3:56 PM

ORDER NO. : 089754-020

CUSTOMER NO: 7527656

FOREIGN FILINGS

NAME: HHP KEY WEST ONE ASSOCIATES, 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: *Susie Kay*
~~Emily Gray~~ -- EXT# 529⁵⁶

EXAMINER: _____

2014 APR 11 AM 01

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: HHP Key West One Associates, 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:

Kasey Stelweck c/o Thea Parent, Esq.

Name of Person

Hersha Hospitality

Firm/Company

510 Walnut Street, 9th Floor

Address

Philadelphia, PA 19106

City:State and Zip Code

legal@hersha.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kasey Stelweck

Name of Contact Person

215

Area Code

238-1046X2440

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

2014 JUN 11 AM

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HHLP Key West One Associates, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. DE 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FE) number, if applicable

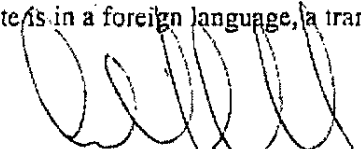
4. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 44 Hersha Drive
Harrisburg, PA 17102
(Street Address of Principal Office)

6. 501 Walnut Street, 9th Floor
Philadelphia, PA 19106
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Key West One Manager, LLC; Its manager
44 Hersha Drive
Harrisburg, PA 17102

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, 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.)

Ashish R. Parikh

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

HHLP Key West One Associates, LLC

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

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

2014 OCT 11 AM 01
CORPORATION SERVICE COMPANY

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 605, Florida Statutes.

Corporation Service Company

BY:



(Signature)

Sue G. Knight
Assistant 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 "HHP KEY WEST ONE ASSOCIATES, 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 ELEVENTH DAY OF APRIL, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HHP KEY WEST ONE ASSOCIATES, LLC" WAS FORMED ON THE NINTH DAY OF APRIL, A.D. 2014.

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

APR 11 2014 11:48:01 AM



5514343 8300

140458786

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1285852

DATE: 04-11-14