
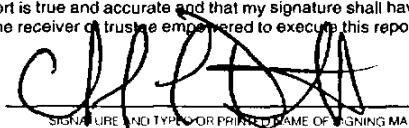


2<sup>nd</sup> and File on or before Sept. 29, 1999 or Limited Liability Company  
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company <b>AGH UPREIT LLC C/O AMERICAN GENERAL HOSPITALITY 5605 MACARTHUR BLVD., SUITE 1200 IRVING TX 75038</b>		DOCUMENT # M96000000411	
2. Principal Place of Business 1010 Wisconsin Ave, NW Suite, Apt. #, etc. City & State Washington, DC Zip 20007 Country USA		2a. Mailing Address 1010 Wisconsin Ave, NW Suite, Apt. #, etc. City & State Washington, DC Zip 20007 Country USA	
3. Date Organized or Qualified 10/21/1996		3a. State of Formation DE	
4. FEI Number 75-2656872		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 03/12/1998		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	<del>AMERICAN GENERAL HOS,</del>	<del>5650 MACARTHUR BLVD.,</del>	<del>SUIT IRVING TX</del>
MGRM	<del>AMERICAN GENERAL HOSP.</del>	<del>5650 MACARTHUR BLVD.,</del>	<del>SUIT IRVING TX</del>
	Meristar Hospitality Operating Partnership, L.P.	1010 Wisconsin Ave, NW	Washington, DC 20007
800002949598--5 -08/03/99--01087--017 ****588.75 ****588.75			
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.		SIGNATURE:  CHRISTOPHER L. BENNETT, ESQ. VICE PRESIDENT, LEGAL manager	