

Document Number Only

M97000000213

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

CM

FILED
97 APR 22 PM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hotel Partners Latin America Caribbean, L.L.C.

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-04/24/97--01091--010

*****52.50 *****52.50

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*****52.50 *****52.50

\$140.00-PP

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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*****35.00 *****35.00

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TALLAHASSEE, FLORIDA

CR2E031 (1-89)

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:**

8. List and indicate in the space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Hotel Partners, Inc.	Managing Member		
400 North Michigan Avenue			
Suite 800			
Chicago, Illinois 60611			
International Hospitality Advisors, Inc.	Managing Member		
8390 N.W. 53rd Street			
Miami, Florida 33166			

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of Hotel Partners
Latin America Caribbean, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,000-. This total includes amounts from 2 and 3 above.

Hotel Partners, Inc.
By: William J. Gudenau - Chairman

William J. Gudenau
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Hotel Partners Latin America
Caribbean, L.L.C.

2. The name and address of the registered agent and office is:

CT Corporation System
(Name)
1200 South Pine Island Road
(P.O. Box or Mail Drop Box NOT acceptable)
Plantation, Florida 33324
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

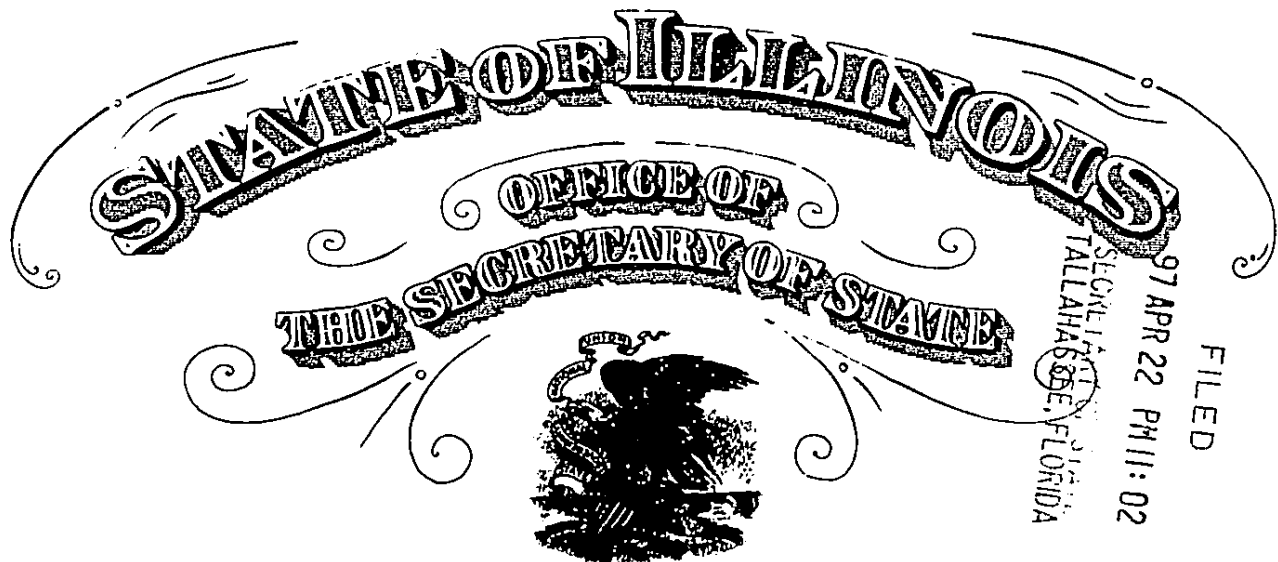
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

James M. Halpin
(Signature)
James M. Halpin, Asst. Secretary

April 21, 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

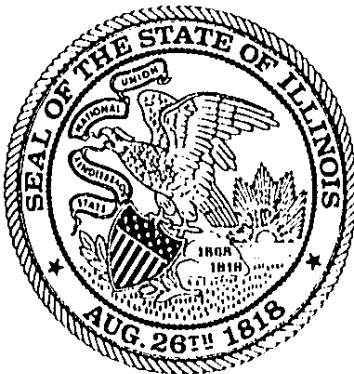
File Number 0008402-6



To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

HOTEL PARTNERS LATIN AMERICA CARIBBEAN, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 19, 1996,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* _____ **21ST**
day of _____ **APRIL** *A.D., 19* **97**.

George H. Ryan

SECRETARY OF STATE