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## OF COUNSEL

RICHARD C. HARTIS

## RETIRED

WILLIAM H. DYE  
DONALD A. HARTSDON  
GERALD SAWATSKY  
ROBERT M. KIZYEN

July 25, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002249077--1  
-07/29/97-01004-001  
\*\*\*\*140.00 \*\*\*\*140.00

Re: Candlewood Jacksonville, FL, LLC - Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed for filing on behalf of Candlewood Jacksonville, FL, LLC, a Delaware limited liability company, are duplicate originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, and Certificate of Designation of Registered Agent/Registered Office.

Also enclosed are a Certificate of Good Standing issued by the Delaware Secretary of State on June 6, 1997, an Affidavit of the Manager and a Member of Candlewood Jacksonville, FL, LLC consenting to the use of the name Candlewood Jacksonville, FL, L.C. in Florida, and a check for the total filing fees of \$140.00.

Please forward the letter of acknowledgment to me at the Wichita address above upon registration of the company. Should you have any questions, please feel free to call me at 1-800-267-6371. Thank you for your assistance.

600002275936--3  
-08/25/97-01068-004  
\*\*\*\*145.00 \*\*\*\*145.00

Sincerely,

FOULSTON & SIEFKIN L.L.P.

*Kathleen R. Leal*

Kathleen R. Leal  
Legal Assistant

:krl  
Enclosures

Name	TC8-22
Availability	
Document Examiner	JK
Updater	JK
Update Verifier	JK
Acknowledgement	JK
W. P. Verifier	JK



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 4, 1997

KATHLEEN R. LEAL  
FOULSTON & SIEFKIN L.L.P.  
700 NATIONS BANK, FINANCIAL CENTER  
WICHITA, KS 67202

SUBJECT: CANDLEWOOD JACKSONVILLE, FL, LLC  
Ref. Number: W97000017848

FILED  
07 AUG 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for CANDLEWOOD JACKSONVILLE, FL, LLC and check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return 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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 497A00039431

534 Kansas Avenue  
1515 NationsBank Tower  
TOPEKA, KANSAS 66603  
(913) 833-5800  
Fax (913) 833-1810

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KANSAS MEMBER: LEX MUNDI, A GLOBAL ASSOCIATION OF 125 INDEPENDENT L.L.P. FIRMS

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DONALD M. PARTIDGON  
GREGORY SAWATSKY  
ROBERT M. SIEFKIN

August 18, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Candlewood Jacksonville, FL, LLC - Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed in accordance with your letter of August 4, 1997, is a check in the amount of \$145.00 for the additional fees due in connection with the filing of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Affidavit of Membership and Contributions of Foreign Limited Liability Company

Please forward the letter of acknowledgment to me at the Wichita address above upon registration of the company. Should you have any questions, please feel free to call me at 1-800-267-6371. Thank you for your assistance.

Sincerely,

FOULSTON & SIEFKIN L.L.P.

*Kathleen R. Leal*

Kathleen R. Leal  
Legal Assistant

:krl  
Enclosures

FILED  
07 AUG 21 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:**

- |                            |               |                            |               |
|----------------------------|---------------|----------------------------|---------------|
| <b>NAME &amp; ADDRESS:</b> | <b>TITLE:</b> | <b>NAME &amp; ADDRESS:</b> | <b>TITLE:</b> |
|----------------------------|---------------|----------------------------|---------------|

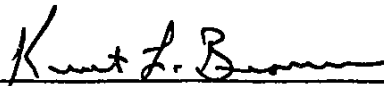
Wichita, Kansas 67206

**Filing Fee: \$ 52.50 for Application**

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

The undersigned member or authorized representative of a member of Candlewood  
Jacksonville, FL, 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 \$ 10,000.00
- 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  
\$ -0- . This total includes amounts from 2 and 3 above.



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.)

Kent L. Brown, Vice President-Controller and  
Assistant Secretary of Candlewood Hotel Company,  
Inc., Manager and Member

FILED  
07 AUG 21 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CANDLEWOOD JACKSONVILLE, FL,  
LC.

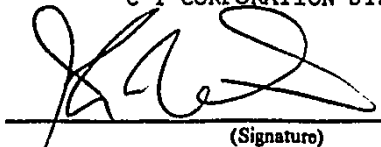
2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM  
(Name)  
c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)  
Plantation, Florida 33324  
(City/State/Zip)

FILED  
07 AUG 21 PM 3:30  
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.*

C T CORPORATION SYSTEM

  
(Signature)

J.L. Miles, Asst. Secy.

July 11, 1997  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

**AFFIDAVIT**

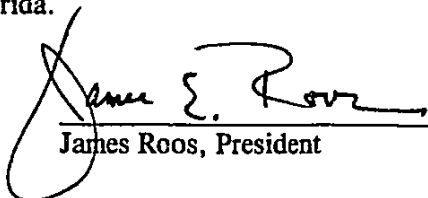
STATE OF KANSAS       )  
                                  ) ss.  
SEDGWICK COUNTY       )

FILED  
97 AUG 21 PM 3:30  
SECRETARY OF STATE  
TALAHASSEE, FLORIDA

James Roos, of lawful age, being first duly sworn, on his oath deposes and states:

1. That I am the President of Candlewood Hotel Company, Inc., a Delaware corporation (the "Corporation").
2. That the Corporation is the Manager and a member of Candlewood Jacksonville, FL, LLC, a Delaware limited liability company (the "LLC").
3. That the Corporation hereby consents to the use of the fictitious name Candlewood Jacksonville, FL, L.C. by the LLC in Florida.

Dated 24 July, 1997

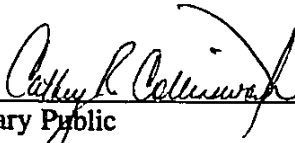
  
James Roos, President

**ACKNOWLEDGMENT**

STATE OF KANSAS       )  
                                  ) ss.  
SEDGWICK COUNTY       )

BE IT REMEMBERED, that on this 24th day of July, 1997, before me, a Notary Public within and for the County and State aforesaid, came James Roos, President of Candlewood Hotel Company, Inc., who is personally known to me and known to me to be the same person who executed the foregoing Affidavit as President, and said person duly acknowledged to me his execution of the same as and for his free and voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at  
Wichita, Kansas, the day, month, and year last above written.

  
\_\_\_\_\_  
Notary Public

My Appointment Expires:

24 March 2001

FILED  
97 AUG 21 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "CANDLEWOOD JACKSONVILLE, FL, 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 SIXTH DAY OF JUNE, A.D. 1997.



2689279 8300  
971185438

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8499672  
06-06-97  
DATE: