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GERALD SAWATZKY
ROBERT M. STEPHEN

August 18, 1997

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

Re: Candlewood Miami, FL-Intl. Pkwy., 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 Miami, FL-Intl. Pkwy., 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 July 21, 1997, an Affidavit of the Manager and a Member of Candlewood Miami, FL-Intl. Pkwy., LLC consenting to the use of the name Candlewood Miami, FL-Intl. Pkwy., L.C. in Florida, and two checks totaling the total filing fees of \$285.00.

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.

Sincerely,

FOULSTON & SIEFKIN L.L.P.

Kathleen R. Leal
Legal Assistant

:krl
Enclosures

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-08/25/97--01068--003

****145.00 ****148.00

Name Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN 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:**

1. Candlewood Miami, FL-Intl. Pkwy., LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. Applied For
(FEI number, if applicable)
4. November 25, 1996
(Date of Organization)
5. December 31, 2025
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. 6/12/97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9342 East Central
Wichita, Kansas 67206
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR]
who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Candlewood Hotel Company, Inc. MGRM

9342 East Central

Wichita, Kansas 67206

FILED
CLERK OF DISTRICT COURT
JAN 21 1997
CORP. DIVISION
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Candlewood Miami,
FL-Intl. Pkwy., LLC 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 3:20
SECRETARY OF STATE
TAMPA, FLORIDA

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

OF

CANDLEWOOD MIAMI, FL-INTL. PKWY., LLC

C T Corporation System hereby acknowledges and accepts the appointment of registered agent for service of process in the state of Florida for and on behalf of the above name entity.

Dated: August 18, 1997



J/L Miles, Assistant Secretary

Subscribed and sworn to before me this 18th day of August, 1997



Willmetta Zaricor, Notary Public



C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL. 33324

FILED
07 AUG 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE - FLORIDA

AFFIDAVIT

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

STATE OF KANSAS)
) ss.
SEDGWICK COUNTY)

James E. 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 Miami, FL-Intl. Pkwy., LLC, a Delaware limited liability company (the "LLC").

3. That the Corporation hereby consents to the use of the fictitious name Candlewood Miami, FL-Intl. Pkwy., L.C. by the LLC in Florida.

Dated 28 July, 1997

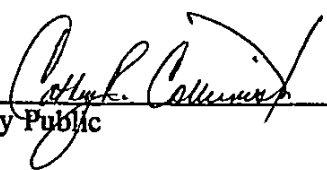

James E. Roos, President

ACKNOWLEDGMENT

STATE OF KANSAS)
) ss.
SEDGWICK COUNTY)

BE IT REMEMBERED, that on this 28th day of July, 1997, before me, a Notary Public within and for the County and State aforesaid, came James E. 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 3:20
SECRETARY OF STATE
TOLEDO, OHIO

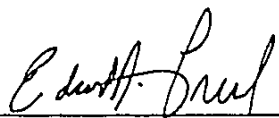
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANDLEWOOD MIAMI, FL-INTL. PKWY., 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 TWENTY-FIRST DAY OF JULY, A.D. 1997.



2689216 8300
971241019



Edward J. Freel, Secretary of State

AUTHENTICATION: 8568376
07-21-97

DATE: