

M 98 000000004



December 17, 1997

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-12/29/97--01028--006
***285.00 ***285.00

RE: Registration of Woodfin Suite Hotels, L.L.C. in FL

Dear Sirs:

Enclosed please find Limited Liability Company Application for Registration for the above mentioned entity and filing fee of \$250.00 for the State of Florida and \$35.00 Fee for Designation of Registered Agent.

It is our understanding that we should receive certified registration from the Secretary of State's Office within two (2) weeks.

Please forward all documents to the address mentioned above, and if you need anything further, please contact me at (619) 643-1725 ext. 175.

Sincerely,


Beth A. Chaney
bc
enclosures

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Name	CR 1-2
Availability	
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledge	CR
W. P. Ver	CR

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SECRETARY OF STATE
FLORIDA



**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. Woodfin Suite Hotels, L.L.C.
(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. _____
(FEI number, if applicable)
4. 10/16/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3075 N. Rocky Point Drive
Tampa, FL 33607
(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:**

Samuel A. Hardage Managing Member
9255 Towne Centre Drive, Suite 900
San Diego, CA 92121

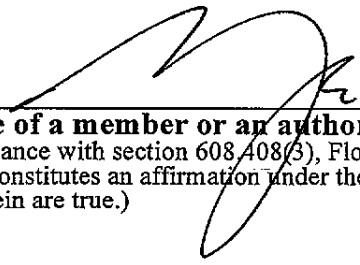
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TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of _____
Woodfin Suite Hotels, L.L.C. _____ certifies:

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



Signature of a member or an 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.)

Samuel A. Hardage, Managing Member

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Woodfin Suite Hotels, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Lori Cambas

(Name)

3075 N. Rocky Point Drive

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa

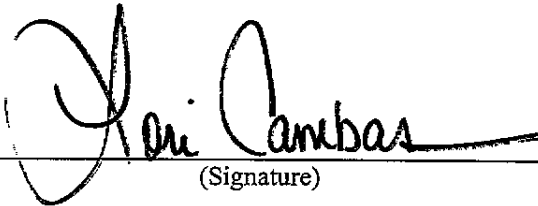
FL

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City/State/Zip

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TALLAHASSEE, FLORIDA

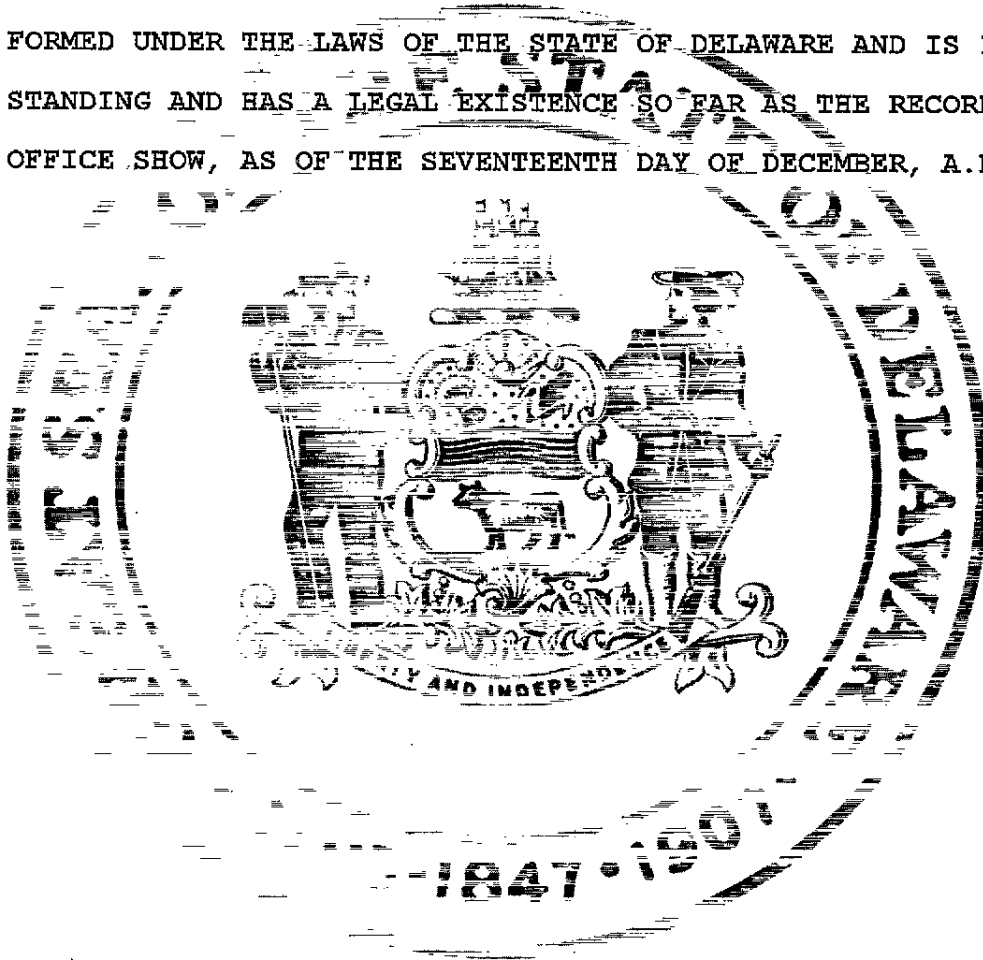
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all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


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "WOODFIN SUITE HOTELS, L.L.C." 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8817740

DATE: 12-17-97