

# M98000000316

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Interstate Hotels, L.L.C. 100002477871--3  
(Corporation Name) (Document #) -04/03/98--01036--001  
\*\*\*\*\*180.00 \*\*\*\*\*180.00

2. \_\_\_\_\_ 100002477871--3  
(Corporation Name) (Document #) -04/03/98--01036--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_ 100002477871--3  
(Corporation Name) (Document #) -04/03/98--01036--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

☒ Walk in

☒ Pick up time 4:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

98 APR -2 PM 2:17

RECEIVED

98 APR -2 PM 4:11

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Examiner's Initials

FROM

(TUE) 3.31'98 15:50/ST. 15:39/NO. 4860322421 P 3

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:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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1. Interstate Hotels, 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. 74-2872892  
(FEI number, if applicable)
4. March 23, 1998  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")
6. April 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  
c/o The Corporation Trust Company  
1209 Orange Street
7. Wilmington, Delaware, 19801  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

PAH-Interstate Holdings, Inc.

(managing member)

Officers of Interstate Holdings, L.L.C. are as follows:

President: W. Thomas Parrington

Vice-President: Thomas D. Reese

Treasurer: J. William Richardson

Secretary: Timothy Q. Hudak

Assistant

Secretary: Beverly M. Houston

Filing Fee: \$ 52.50 for Application

FROM

(TUE) 3.31'98 15:51/ST. 15:39/NO. 4860322429 P. 4

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

The undersigned member or authorized representative of a member of Interstate Hotels, L.L.C. deposes and says:

- 1) the above named limited liability company has 1 sole member
- 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 \$ -0-. This total includes amounts from 2 and 3 above.

Berly M. Houston Asst Secy  
Signature of a member or authorized  
representative of a member.

TPA3-525977

EXHIBIT "A"

Interstate Hotels, L.L.C. is a limited liability company. Its sole member is PAH-Interstate Holdings, Inc. Its officers are as follows:

President: W. Thomas Parrington  
504 Beaver Road  
Sewickley, PA 15143  
(412) 741-5767  
SS# 084-38-8642

Vice President: Thomas D. Reese  
457 Lurgan Road  
New Hope, PA 18938  
(215) 598-0315  
SS# 175-34-4750

Vice-President/  
Treasurer: J. William Richardson  
3323 Ponoka Road  
Pittsburgh, PA 15241  
(412) 833-1548  
SS# 223-62-4968

Secretary: Timothy Q. Hudak  
204 Stonewood Drive  
Bethel Park, PA 15102  
(412) 831-4270  
SS# 197-44-2254

Assistant  
Secretary: Beverly Houston  
1301 Thistlewood Drive  
DeSoto, TX 75115  
(972) 296-7135  
SS# 461-16-2942

PAH-Interstate Holdings, Inc. is a Delaware corporation. 1% of its voting stock is owned by Patriot American Hospitality Operating Partnership, L.P. 99% of the ownership is held by Patriot American Hospitality Partnership, L.P. ("non-voting stock"). A chart describing the ownership and corporate structure of Interstate Hotels, L.L.C. is attached as Exhibit "A-1"). The officers and directors of PAH-Interstate Holdings, Inc. are as follows:

President: W. Thomas Parrington  
504 Beaver Road  
Sewickley, PA 15143  
(412) 741-5767  
SS# 084-38-8642

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Vice-President:

J. William Richardson  
3323 Ponoka Road  
Pittsburgh, PA 15241  
(412) 833-1548  
SS# 223-62-4968

Secretary:

Carla Moreland  
5112 Briargrove Lane  
Dallas, TX 75287  
SS# 141-60-2155

Assistant  
Secretary

Timothy Q. Hudak  
204 Stonewood Drive  
Bethel Park, PA 15102  
(412) 831-4270  
SS# 197-44-2254

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FILED  
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DIVISION OF CORPORATIONS  
98 APR -2 PM 4:11CERTIFICATE 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: Interstate Hotels, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/Zip)

*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.*

Connie Bryan

(Signature)

**CONNIE BRYAN**  
SPECIAL ASSISTANT SECRETARY

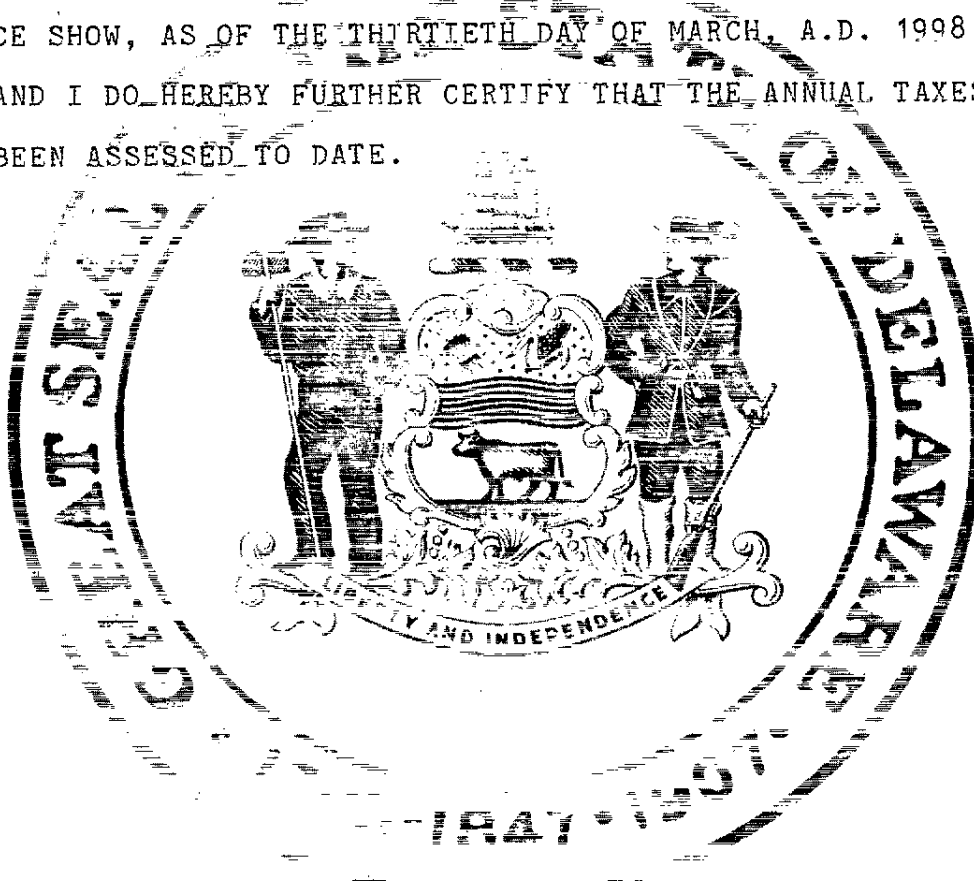
4-2-98

(Date)

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERSTATE HOTELS, 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 THIRTIETH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2875078 8300

981120689

AUTHENTICATION:

8999992

DATE:

03-30-98

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 SECRETARY OF CORPORATIONS  
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