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Division of Corporations

P.01

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FC0000000023
Phone : (850) 222-1092
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REGISTERED AGENT CHANGE

INTERSTATE HOTELS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$25.00

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DIVISION OF CORPORATION

M98-316
[Signature]

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Interstate Hotels, LLC
2. The mailing address of the limited liability company is: 680 Anderson Drive, Foster Plaza X
Pittsburgh, PA 15220

April 2, 1998

M980000000316

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Convention Service Company

Name

1201 Flava Street

Address

Tallahassee, FL 32301-2525

City, State and Zip

6. The name and address of the new registered agent and/or office:

CT Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation

FL 33324

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature]
(Signature of a member or authorized representative of a member)

Judith B Arnes

(Printed or typed name of signer)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

CT Corporation System

[Signature]
(Signature of Registered Agent)

ANUSHA PATEL, VP + Asst. Sec.

Division of Corporations, P.O. Box 6337, Tallahassee, FL 32314

DN318(10/99)

FILING FEE: \$25.00

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Christopher L. Bennett, Senior Vice President and General Counsel of Interstate Hotels and Resorts, Inc., ("the Corporation"), a corporation incorporated under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Mary Lou Mulkeen and Judith Argao as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Mary Lou Mulkeen shall exercise the power of Vice President and Judith Argao shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Christopher L. Bennett.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 16 day of April, 2003.



Christopher L. Bennett
Senior Vice President and General Counsel
Interstate Hotels & Resorts, Inc.

Subscribed and sworn to before me this 24 day of April 2003



CYNTHIA J. CARTER
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires June 30, 2006