

m98000000515

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CSM Lodging, L.L.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joan Kuschke
(Name of Person)
CSM Corporation
(Firm/Company)
2575 University Avenue West, Suite 150
(Address)
St. Paul, MN 55114
(City/State/Zip)

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-05/20/98--01104--001
****346.00 ****346.00
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*****0.25 *****0.25

Should you need to call someone concerning this matter, please call:

Joan Kuschke at (612) 603-7617
(Name of Person) (Area Code & Daytime Telephone Number)

Name	slailgs
Availability	DCC
Document Examiner	Qualification/Tax Lien Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

COURIER ADDRESS:

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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2575 University Ave. W., Suite 150 • St. Paul, MN 55114-1024

612/646-1717 • FAX 612/646-2404

May 19, 1998

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

By Overnight Delivery

Re: CSM Lodging, L.L.C.
Qualification as Foreign Limited Liability Company

Dear Sir or Madam:

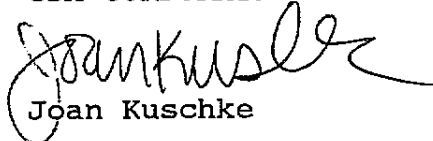
Enclosed in connection with the noted company are the following:

1. Transmittal Letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Good Standing issued by the Delaware Secretary of State and dated May 13, 1998;
4. Our check in the sum of \$346.25 (\$250 filing fee for Application and Affidavit, \$8.75 for certificate of status, \$35 for designation of registered agent, and \$52.50 for certified copy). Please return the certificate of status and certified copy to my attention in the enclosed UPS envelope by calling 1-800-PICK-UPS and charging the delivery to CSM's account (MN 55X-685).

Thank you for your assistance. Please contact me in the event you require anything further to complete filing.

Very truly yours,

CSM CORPORATION



Joan Kuschke

Enclosures

c:\com\ss.fl

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CSM Lodging, 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. 93-1212204
(FEI number, if applicable)
4. 6/11/96
(Date of Organization)
5. Perpetual.
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 5/21/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155,
7. 2575 University Avenue West, Suite 150
St. Paul, Minnesota 55114
(Street address of principal office)

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 TALLAHASSEE, FLORIDA

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:
CSM Properties, Inc., a Minnesota corporation 2575 University Avenue West Suite 150 St. Paul, MN 55114	MGRM	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

**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:

CSM Lodging, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road, Plantation, Florida 33324

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

~~City/State/Zip~~

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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.

Michelle R. Gusterson, Asst. Secy.

(Signature)

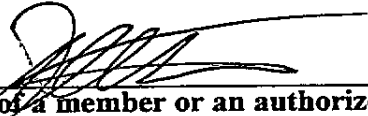
Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____
CSM Lodging, 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
- 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 _____
(This total includes amounts from 2 and 3 above.)

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TALLAHASSEE, FLORIDA
\$10,000.00
\$10,000.00



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.)

Vice-President of CSM Properties, Inc., Manager/Member
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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 "CSM LODGING, 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 TWENTY-FIRST DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CSM LODGING, L.L.C." WAS FORMED ON THE ELEVENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
WILMINGHAM, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9094182
DATE: 05-21-98