



THE UNITED STATES
CORPORATION
COMPANY

M98000000926

ACCOUNT NO. : 072100000032

REFERENCE : 936085 4802694

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ ~~131.25~~

ORDER DATE : August 21, 1998

ORDER TIME : 11:20 AM

ORDER NO. : 936085-055

CUSTOMER NO: 4802694

CUSTOMER: Ms. Donna R. Durand
Edwards & Angell
One Bankboston Plaza

Providence, RI 02903

200002623122-10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:22

FOREIGN FILINGS

NAME: STARWOOD WASSERMAN FORT MYERS
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
98 AUG 24 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:22

The undersigned member or authorized representative of a member of _____

Starwood Wasserman Fort Myers LLC deposes and says:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ None. 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
\$ 100.00. This total includes amounts from 2 and 3 above.

Charles F. Rogers Jr.

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.)

Charles F. Rogers, Jr., Authorized Person

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:23

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: Starwood Wasserman Fort Myers LLC

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(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.

By: 

(Signature)

August 21, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE

1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
198 AUG 24 PM 1:22

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARWOOD WASSERMAN FORT MYERS 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 SEVENTEENTH DAY OF AUGUST, 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

2933291 8300

981321559

AUTHENTICATION:

9256070

DATE:

08-17-98