



THE UNITED STATES
CORPORATION
COMPANY

M980000001001

ACCOUNT NO. : 072100000032

REFERENCE : 955105 4380061

AUTHORIZATION :

COST LIMIT : \$ 293.75

Patricia Pujit

ORDER DATE : September 9, 1998

ORDER TIME : 3:31 PM

ORDER NO. : 955105-030

CUSTOMER NO: 4380061

CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Rd.

Bethesda, MD 20817

600002636656-1

FOREIGN FILINGS

NAME: LLB F-INN, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:51

(Signature)

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98 SEP 10 PM 4:16

WJC
9/10/98

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. LLB F-Inn, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. 9/2/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon registration
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10400 Fernwood Road
Bethesda, Maryland 20817
(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: |
|---|-------------|
| Marriott International, Inc. 10400 Fernwood Road Bethesda, Maryland 20817 | Sole Member |

| NAME & ADDRESS: | TITLE: |
|-----------------|--------|
| _____ | _____ |
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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SECRETARY OF CORPORATIONS
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The undersigned member or authorized representative of a member of LLB F-Inn, L.L.C.

_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 1,000

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.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 1,000

(This total includes amounts from 2 and 3 above.)

MARRIOTT International, Inc., Sole Managing Member

By: Maritza Cordero

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.)

Maritza Cordero, Assistant Secretary

Typed or printed name of signee

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:

LLB F-INN, L.L.C.

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 Hays Street

Florida street address (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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Gloria M. Barry, Asst Secy.
(Signature)

Gloria M. Barry, Asst Secy

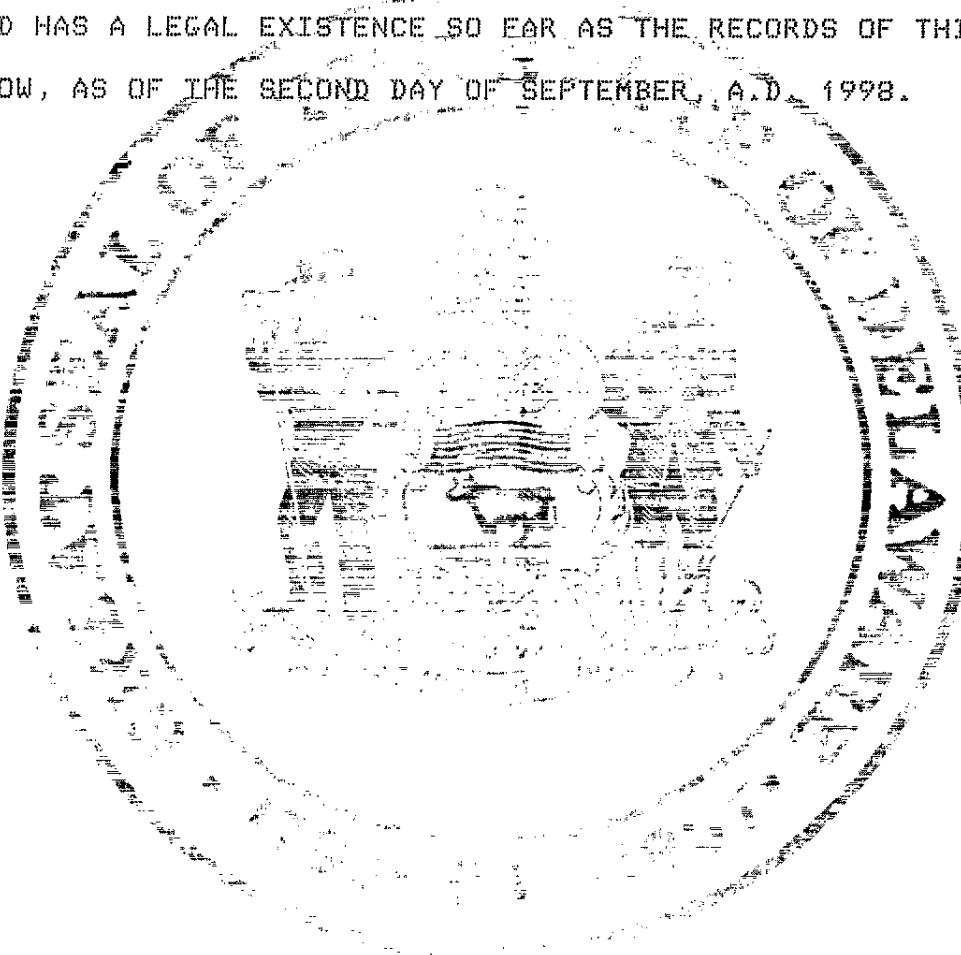
Filing Fee: \$ 35 for Designation of Registered Agent

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LLB F-INN, 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 SECOND DAY OF SEPTEMBER, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9284139

DATE:

09-02-98