



THE UNITED STATES  
CORPORATION  
COMPANY

M98000001003

ACCOUNT NO. : 072100000032

REFERENCE : 945302 4380006

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizut

FILED STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 SEP 11 PM 1:12

ORDER DATE : August 28, 1998

ORDER TIME : 2:37 PM

ORDER NO. : 945302-030

CUSTOMER NO: 4380006

CUSTOMER: Ms. Susan Wallace, Dept 72.862  
Host Marriott Corporation  
10400 Fernwood Rd.

Bethesda, MD 20817

600002637246--0

FOREIGN FILINGS

NAME: HMC REAL ESTATE LLC

XXXX QUALIFICATION (TYPE: LLC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

5

mpc  
9/11/98

File 1st

**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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 11 10 11:12

1. HMC Real Estate 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. On order

(FEI number, if applicable)

4. July 28, 1998

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 10400 Fernwood Road, Bethesda, Md 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:**

**NAME & ADDRESS:**

**TITLE:**

Robert E. Parson, Jr.  
10400 Fernwood Road  
Bethesda, Maryland 20817

V.P./MGR.

Christopher G. Townsend  
10400 Fernwood Road  
Bethesda, Maryland 20817

V.P./MGR.

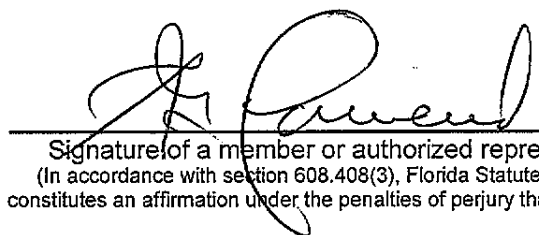
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 11 PM 1:12

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

The undersigned member or authorized representative of a member of HMC Real Estate LLC

deposes and says:

- 1) the above named limited liability company has 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  
\$ 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  
\$ 100.00. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
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.)

FILED STATE  
SECRETARY OF CORPORATIONS  
98 SEP 11 PM 1:12

**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, 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: HMC Real Estate L.L.C.

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

The Prentice-Hall Corporation System, Inc.  
(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: Carol K. Dole  
(Signature)

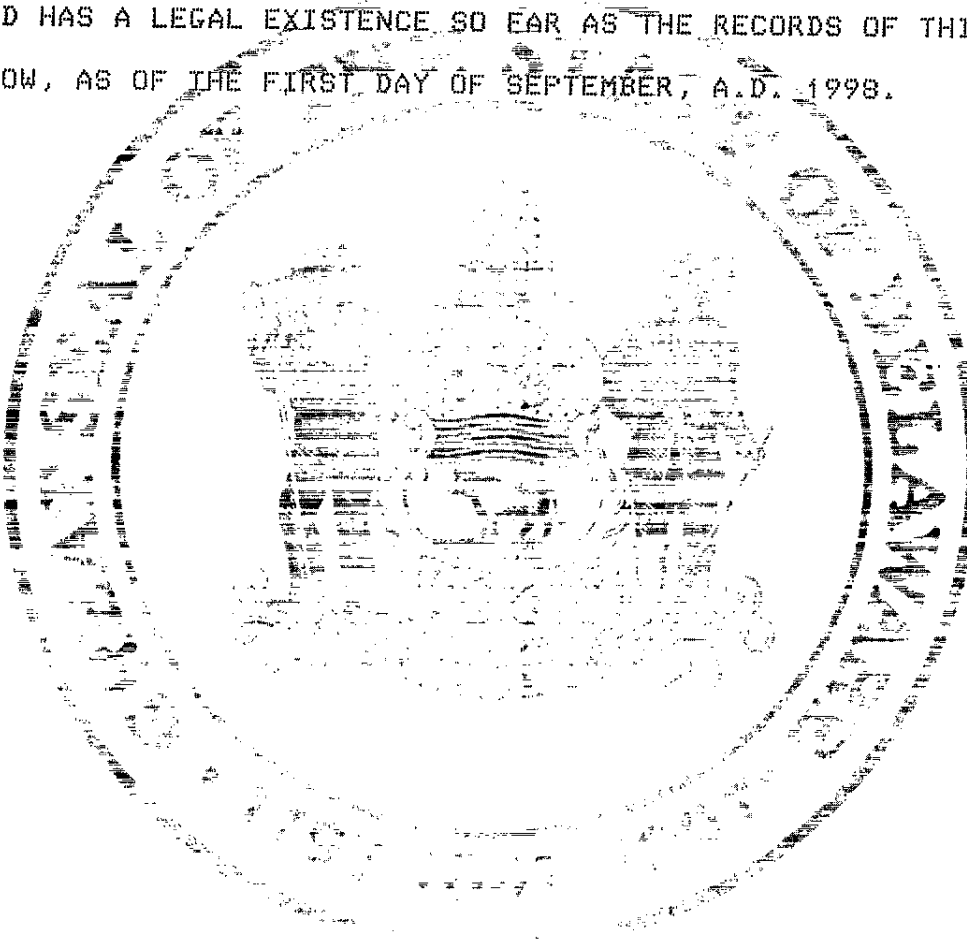
9/2/98  
(Date)

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

---

PAGE  
98 SEP 11 PM 1:12  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "HMC REAL ESTATE 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 FIRST DAY OF SEPTEMBER, A.D. 1998.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2926594 8300

981340931

AUTHENTICATION:

9280868

DATE:

09-01-98