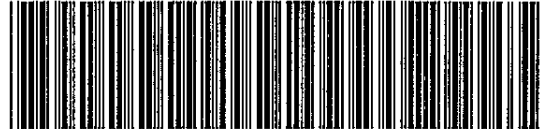


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TALLAHASSEE, FLORIDA



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11/18/02--01051--005 **175.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ihr
Interstate
Hotels & Resorts

November 15, 2002

Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Name Amendments**

Please find enclosed the following items:

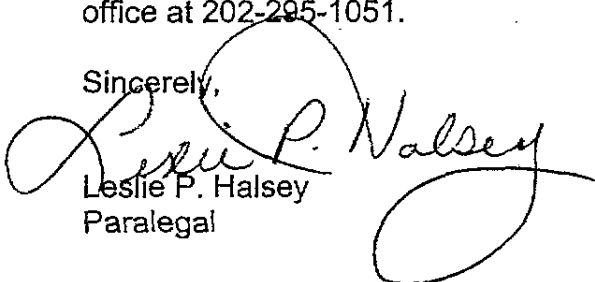
1. Application By Foreign Limited Liability Company To File Amendment To Application for Authorization To Transact Business In Florida
2. Certified copy (s) of Amended and Restated Certificate of Formation.
3. A payment of \$25.00 for each application, totaling \$175.00

The above items are enclosed to amend the name of the following entities:

Meristar Shirley's Parcel Company, LLC
Meristar Seaside Inn Company, LLC
Meristar Sundial Beach Company, LLC
Meristar Sanibel Inn Company, LLC
Meristar Safety Harbor Company, LLC
Meristar Plantation Shopping Center Company, LLC
Meristar Marco Island Company, LLC

If you need additional information or have any questions, please contact this office at 202-295-1051.

Sincerely,


Leslie P. Halsey
Paralegal

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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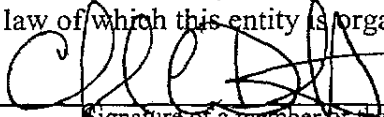
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MERISTAR SHIRLEY'S PARCEL COMPANY, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: OCTOBER 2, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? April 25, 2002
5. New name of the limited liability company: Meristar Sub 5P, LLC
6. If the amendment changes the period of duration, indicate new period of duration: -
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: -
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: -
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized
representative of a member

Christopher L. Bennett, Sr. V.P.

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

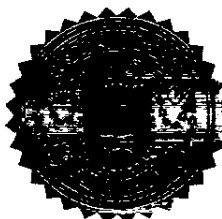
The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MERISTAR SHIRLEY'S PARCEL COMPANY, L.L.C.", CHANGING ITS NAME FROM "MERISTAR SHIRLEY'S PARCEL COMPANY, L.L.C." TO "MERISTAR SUB 5P, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002, AT 2 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2950312 8100

020675802

AUTHENTICATION: 2083422

DATE: 11-12-02

AMENDED AND RESTATED
CERTIFICATE OF FORMATION

OF

MeriStar Shirley's Parcel Company, L.L.C.

The name of the limited liability company is MeriStar Shirley's Parcel Company, L.L.C. (the "Company") was formed on September 30, 1998.

1. The name of the Company is MeriStar Sub 5P, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

This Amended and Restated Certificate of Formation has been duly executed and filed by Christopher L. Bennett, as an authorized person, pursuant to Section 18-208 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Formation of the Company this 24th day of April, 2002.

/s/ Christopher L. Bennett

Christopher L. Bennett
Authorized Person

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TALLAHASSEE, FLORIDA