**Document Number Only** 300001129 C T Corporation System. Requestor's Name \*\*\*\*\*\*8.75 \*\*\*\*\*8.75 660 East Jefferson Street Address Tallahassee, FL 32301 222-1092 5000QQ<u>2</u>65Q155-Phone Zio State City \*\*\*\*285.00 \*\*\*\*285.00 CORPORATION(S) NAME CERI-8. Meristar Sundial Beach Company 49/AUU0492 () Profit () Merger () Amendment () NonProfit Worlimited Liability Company () Mark () Dissolution/Withdrawal () Foreign () Other () Annual Report () Limited Partnership () Change of R.A. () Reservation () Reinstatement () Fictitious Name () Limited Liability Partnership () CUS () Photo Copies () Certified Copy () After 4:30 () Call if Problem () Call When Ready Pick Up () Will Wait Walk in ( ) Mail Out Name PLEASE RETURN EXTRA COPY(S) Availability FILE STAMPED Document THANKS Examiner CONNIE Updater Verifier DIVISION OF CORPORATION Acknowledgment 88 2E6 58 VHII: 32 BECEINED W.P. Verifier

CR2E031 (1-89)

# 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

riStar Sundial Beach Co	ompany, L.L.C	.  [ with the words "limited company"	or their obbrevietic
C." if not so contained in the na	me at present.)	with the words infinited company	or meir aboreviand
aware		3. applied for	
isdiction under the law of which pany is organized)	ch foreign limited	. I with the words "limited company"  3. applied for liability (FEI number, if applied for the liability)	pplicable)
otember 30, 1998	5	Perpetual	
(Date of Organizatio	n)	(Duration: Year limited liability cease to exist or "perpetual")	company will
ober 1, 1998			
(Date first transacted	business in Flori	da. (See sections 608.501, 608.502	and 817.155, F.S.)
10 Wisconsin Avenue, N	.W., Washingt	on, D.C. 20007	
	(Street add	dress of principal office)	
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t name, title, and business a l manage the foreign limite	address of each	dress of principal office) managing member [MGRM] o pany in Florida: (attach additio	r manager [MGR onal page if neces
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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 hotocopy 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 STATUTE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEM TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA. The name of the Limited Liability Company is: 1. MeriStar Sundial Beach Company, L.L.C. 2. The name and the Florida street address of the registered agent and office are: C T CORPORATION SYSTEM (Name) 1200 South Pine Island Road Florida street address (P.O. Box NOT ACCEPTABLE) Plantation 33324 (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. C T CORPORATION SYSTEM CONNIE BRYAN SPECIAL ASSISTANT SECRETARY

Filing Fee: \$35 for Designation of Registered Agent

(Signature)

#### Addendum

1. Name:

MeriStar Hospitality Operating Partnership, L.P.

Title:

MGRM

c.

1010 Wisconsin Avenue, N.W., Washington, D.C. 20007

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

The	e undersigned member or authorized representative of a member of Meristar Sun	idial Beach
<u>C</u>	ompany, L.L.C. certifies:	SOCI CERT
1)	the above named limited liability company has at least two members;	841:19
2)	the total amount of cash contributed by the member(s) is	\$ <u>100.00</u> ;
	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.)	\$ <u>See 1</u> ;
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.)	\$ <u>See 2</u> .
	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.)	<b>er.</b> 
	Christopher L. Bennett	
	Typed or printed name of signee	

Filing Fee: \$250.00 for Application and Affidavit

### Addendum

- 1. 10,000,000.00
- 2. 10,000,100.00

OWESTON CORPORATIONS

MeriStar Sundial Beach Company, L.L.C.

Sundial Beach & Tennis Resort occupies 33 acres on Sanibel Island, Florida, on the southwest coast with 2,300 feet of prime Gulf of Mexico beach frontage. Sundial Beach & Tennis Resort features 407 condominium units.

OR OCT -2 PM 1: 19

### $State\ of\ Delaware$

### Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "MERISTAR SUNDIAL BEACH COMPANY

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 THIRTIETH DAY OF

SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

9331404

DATE:

09-30-98