

m98000000/252



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 007832 5051294

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$285.00

ORDER DATE : October 23, 1998

ORDER TIME : 1:37 PM

ORDER NO. : 007832-040

CUSTOMER NO: 5051294

000002673770--0

CUSTOMER: Ms. Kate Linck
Bristol Hotels & Resorts
14295 Midway Road
Dallas, TX 75244

RECEIVED

98 OCT 27 PM 12:35

DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: BHMC GENPAR, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 4:44

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document	<i>MAH</i>
Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	<i>MAH</i>
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

**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:*

1. BHMC GENPAR, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 75-2771070
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 1, 1998 5. Perpetual
(Date of Organization) (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. 14295 Midway Road, Dallas, Texas 75244
(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:
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see attached			

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MANAGERS OF BHMC GENPAR, L.L.C.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
John A. Beckert	Manager	14295 Midway Road Dallas, Texas 75244
Jeffrey P. Mayer	Manager	14295 Midway Road Dallas, Texas 75244
Edward J. Nolan	Manager	14295 Midway Road Dallas, Texas 75244
John D. Bailey	Manager	14295 Midway Road Dallas, Texas 75244
Lynn Marie Lucier	Manager	14295 Midway Road Dallas, Texas 75244
Linda L. Kelso	Manager	14295 Midway Road Dallas, Texas 75244

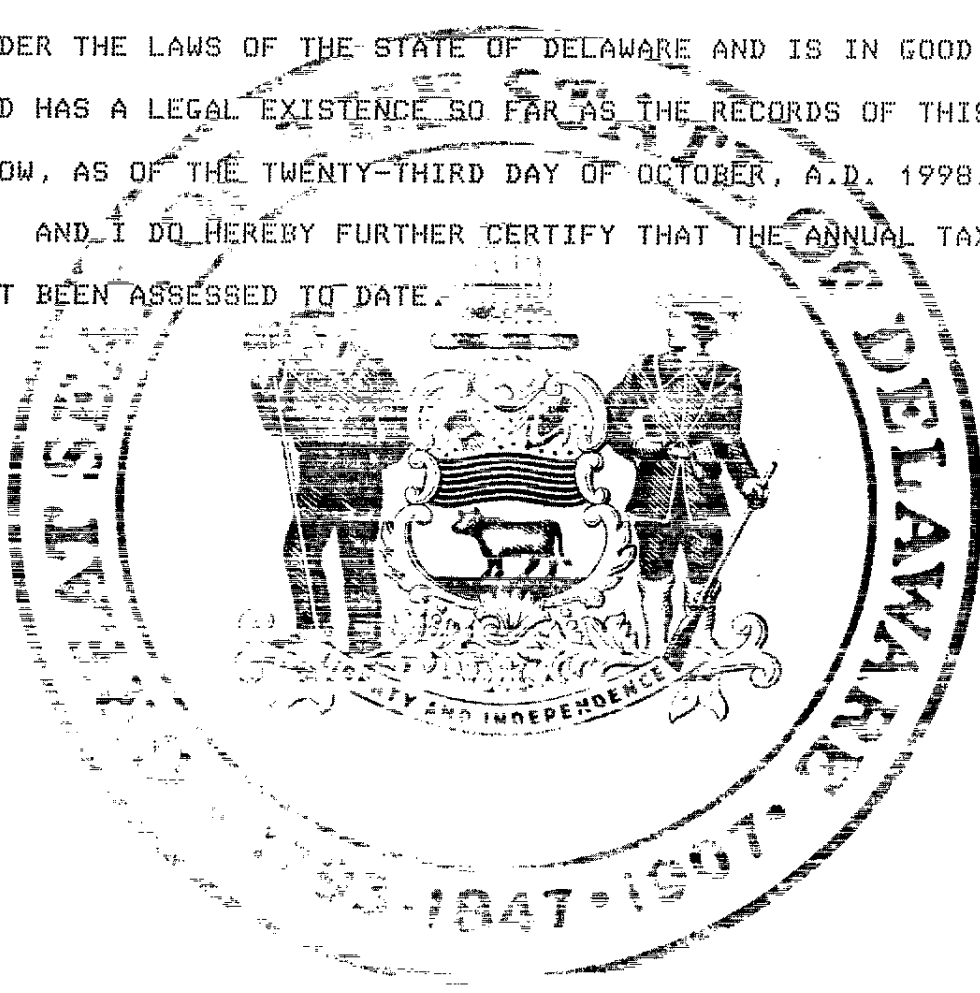
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BHMC GENPAR, 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2915937 8300

DATE:

9370287

981410244

10-23-98

**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:

BHMC GENPAR, L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, Florida, 32301
City/State/Zip

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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: Judith S. Blance

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of BHMC GENPAR, 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 \$ -0-;

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 \$ -0-.
(This total includes amounts from 2 and 3 above.)



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.)

Linda Kelso, Manager

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit