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ACCOUNT NO. : 072100000032

REFERENCE : 045082 4380006

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 285.00

ORDER DATE : November 25, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 045082-175

300002708823--3

CUSTOMER NO: 4380006

CUSTOMER: Melissa A. Durbin, Legal Asst
Host Marriott Corporation
10400 Fernwood Rd.

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMC NGL LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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

90 DEC 10 PM 1:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HMC NGL 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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (ON ORDER)
(FEI number, if applicable)
4. November 10, 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, 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: NAME & ADDRESS: TITLE:

<u>Robert E. Parsons, Jr.</u>	<u>Manager</u>	<u>Christopher G. Townsend</u>	<u>Manager</u>
<u>10400 Fernwood Road</u>		<u>10400 Fernwood Road</u>	
<u>Bethesda, Maryland 20817</u>		<u>Bethesda, Maryland 20817</u>	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 PM 1:40

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 photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMC NGL 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 EIGHTH DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2965177 8300

981469433

AUTHENTICATION:

9445540

DATE:

12-08-98

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:

HMC NGL LLC

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.

By



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

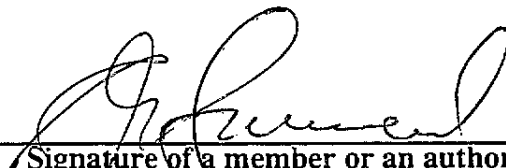
The undersigned member or authorized representative of a member of _____
HMC NGL LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$100.00 .
(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.)

Christopher G. Townsend

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit