

MA8000001465



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 045082 4380006

AUTHORIZATION : Patricia Pujate

COST LIMIT : \$ 285.00

ORDER DATE : November 25, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 045082-160

400002708824--0

CUSTOMER NO: 4380006

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

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMC HOTEL DEVELOPMENT 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	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Under Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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FILED  
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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HMC Hotel Development 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. 01100000  
(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  
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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 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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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMC HOTEL DEVELOPMENT 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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2965180 8300

AUTHENTICATION:

9446646

981470237

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 Hotel Development 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.*

  
(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 Hotel Development 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

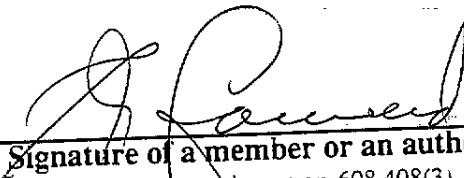
\$ 100.00 :

3) if any, the agreed value of property other than cash contributed by member(s) is  
(A description of the property is attached and made a part hereto.)  
and

\$ 0 :

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.)

\$ 100.00 .



**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**