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ACCOUNT NO. : 072100000032

REFERENCE : 045082 4380006

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 285.00

ORDER DATE : November 25, 1998

ORDER TIME : 10:03 AM

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ORDER NO. : 045082-545

CUSTOMER NO: 4380006

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

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMM HPT COURTYARD LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisan

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

98 DEC 11 PM 12:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 11 AM 10:38
RECEIVED

HOST MARRIOTT CORPORATION

10400 Fernwood Road
Bethesda, Maryland 20817
(301) 380-5580
Fax (301) 380-8051

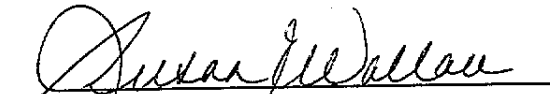
December 4, 1998

Secretary of State
State of Washington

To Whom It May Concern:

HMH HPT Courtyard, Inc. consents to the use of the name HMH HPT Courtyard LLC in the State of Washington to do business as a Foreign Limited Liability Company in the State of Washington.

HMH HPT Courtyard, Inc.


Susan E. Wallace, Assistant Secretary

**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. HMH HPT COURTYARD LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. (on order)
(FEI number, if applicable)
4. 11/10/98
(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, MD 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>Christopher G. Townsend</u>	<u>Manager</u>	<u>Robert E. Parsons, Jr.</u>	<u>Manager</u>
<u>10400 Fernwood Road</u>		<u>10400 Fernwood Road</u>	
<u>Bethesda, MD 20817</u>		<u>Bethesda, MD 20817</u>	
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98 DEC 11 PM 12:12

SECRETARY OF STATE
DIVISION OF INFORMATION

SECRETARY OF STATE
DIVISION OF INTERNATIONAL AFFAIRS
98 DEC 11 PM 12:12

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MMH MPT COURTYARD 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 TENTH DAY OF DECEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9451974

DATE:

12-10-98

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981474315

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:

HMH HPT COURTYARD 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: Carol K. Dobson

(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 HMH HPT COURTYARD 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.)

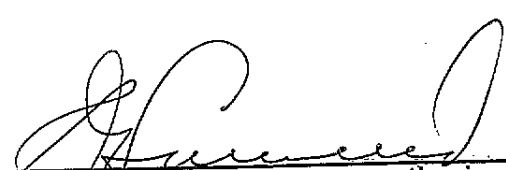
\$ 0 ;

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