

M98000001558



ACCOUNT NO. : 072100000032

REFERENCE : 070366 4380006

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizant

ORDER DATE : December 17, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 070366-085

700002718077--0

CUSTOMER NO: 4380006

CUSTOMER: Ms. Melissa Durbin -#72.862
Host Marriott Corporation
10400 Fernwood Rd.

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMH RESTAURANTS 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: Tamara Odom

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

98 DEC 21 AM 8:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 DEC 21 PM 3:29
DIVISION OF CORPORATIONS

HOST MARRIOTT CORPORATION

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

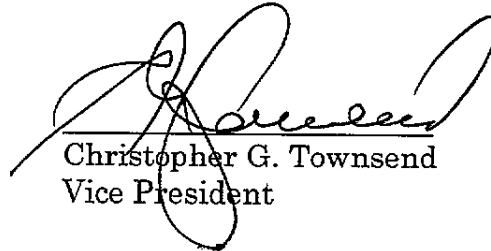
December , 1998

Secretary of State
State of Florida

To Whom it May Concern:

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

HMH Restaurants, Inc.



Christopher G. Townsend
Vice President

**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. HMH Restaurants 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. 11/24/98
(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 Rd</u>	
<u>Bethesda, MD 20817</u>		<u>Bethesda, Md 20817</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 8:48

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMH RESTAURANTS 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1998.

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

2970976 8300

981489772

9472726

12-18-98



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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:

FMH Restaurants 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: Karen B. Rozar

(Signature)

Karen B. Rozar, As Its Agent

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

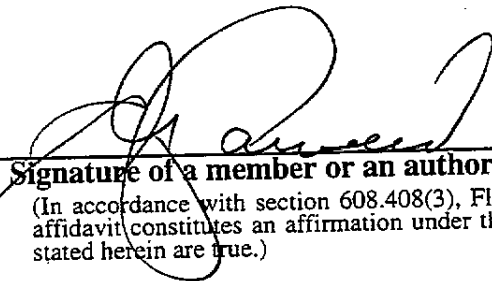
The undersigned member or authorized representative of a member of _____
_____ HMH Restaurants LLC certifies:

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;

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.
(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