# M98000001573



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1	THE UNITED STATES W98-27538
	ACCOUNT NO. : 072100000032
	REFERENCE : 056263 4380006
	AUTHORIZATION : Policia Pratit
	COST LIMIT : \$ 285.00
	ORDER DATE: December 8, 1998
	ORDER TIME: 9:42 AM
	ORDER NO. : 056263-005 9000027071894
	CUSTOMER NO: 4380006
	CUSTOMER: Ms. Melissa Durbin -#72.862  Host Marriott Corporation  10400 Fernwood Rd.
	Bethesda, MD 20817
	FOREIGN FILINGS  FOREIGN FILINGS  - CTA
	NAME: HMC AMELIA I LLC STORY S
	XXXX QUALIFICATION (TYPE: <u>LL</u> )
	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
	CERTIFIED COPY  XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
	CONTACT PERSON: Jeanine Reynolds  Name Availability  Document Examiner  Livington

Uncater Verifyer Acknowledgeme . . P. Verifyer

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## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 9, 1998

CSC

SUBJECT: HMC AMELIA I LLC Ref. Number: W98000027538

We have received your document for HMC AMELIA I LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide a description of the property listed on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 598A00058158



#### 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:

(Name of foreign limited liability company must end wit so contained in the name at present.)	th the words "limited company" or their abbreviation "L.C." if not
Delaware     (Jurisdiction under the law of which foreign limited liabi company is organized)	3. N/A (FEI number, if applicable)
4. November 19, 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	a. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 10400 Fernwood Road Bethesda, Mary	yland 20817
<ol><li>List name, title, and business address of each m will manage the foreign limited liability compar</li></ol>	nanaging member[MGRM] or manager[MGR]who ny in Florida: (attach additional page if necessary)
NAME & ADDRESS: TITL	
	LE: NAME & ADDRESS: TITLE:  anager Christopher G. Townsend Manager  10400 Fernwood Road
Robert E. Parsons, Jr. Ma	anager Christopher G. Townsend Manager

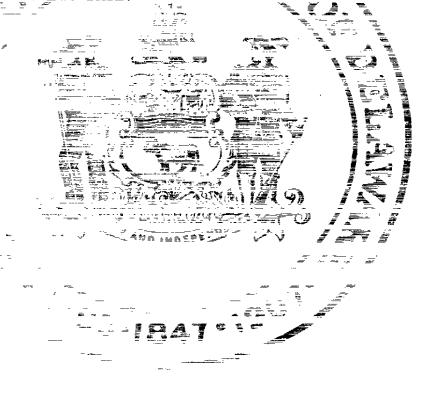
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

# State of Delaware Office of the Secretary of State

PAGE 1

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

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



2968536 8300 981470414



l durth Trus 12-08-98

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.

The name and				
. 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)				
<u>.T</u>	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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Signature)

(Gloria M. Barry, Asst. Secy.)

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 Amelia I I.I.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	\$_96,030,000
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 To own interest in the Ritz Carlton Amelia Island Hotel.	\$ <u>70,290,0</u> 00
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.)	\$ <u>166,320,0</u> 00
Signature of a member or an authorized representative of a mem (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.	ber.
Christopher G. Townsend	
Typed or printed name of signee	

Filing Fee: \$250.00 for Application and Affidavit