

m990000000613



ACCOUNT NO. : 072100000032

REFERENCE : 217607 4809065

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : April 26, 1999

ORDER TIME : 9:41 AM

ORDER NO. : 217607-005

300002853013--4

CUSTOMER NO: 4809065

CUSTOMER: Ms. Jeanne Harris-covington
Venable Baetjer And Howard
1800 Mercantile Bank & Tr Buil
2 Hopkins Plaza
Baltimore, MD 21201-2978

FOREIGN FILINGS

NAME: ~~CHG-HAM1, L.L.C.~~

Chesapeake Hotel Group, L

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 27 AM 10:35

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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/27/99
Availability	XX <i>Dec</i>
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC
Doc	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 27 AM 9:58

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**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. CHESAPEAKE HOTEL GROUP, L.L.C.
(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. MARYLAND
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-21366903
(FEI number, if applicable)
4. December 21, 1998
(Date of Organization)
5. 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4/30/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1201 HAYS STREET
TALLAHASSEE, FL 32301
(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:

JOHN W. CULLEN, IV.

PRESIDENT

mgrm

39 BAY DRIVE

ANNAPOLIS, MD

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.)

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

The undersigned member or authorized representative of a member of _____

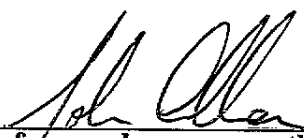
_____ CHESAPEAKE HOTEL GROUP, L.L.C. _____ certifies:

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

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

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.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JOHN W. CULLEN, IV.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

CHESAPEAKE HOTEL GROUP, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

Corporation Service Company

Victor Schröder, Asst. V.P.
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MARYLAND

723412

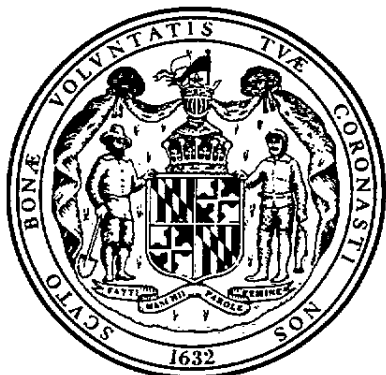
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CHESAPEAKE HOTEL GROUP, L.L.C. IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 21ST DAY OF APRIL, 1999.

Rita Winston
RITA WINSTON
CHARTER DIVISION