



THE UNITED STATES
CORPORATION
COMPANY

M99000000709

ACCOUNT NO. : 072100000032

REFERENCE : 228912 4322404

AUTHORIZATION : *Patricia Piquet*

COST LIMIT : \$ 337.50

FILED - STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY -5 PM 3:59

ORDER DATE : May 5, 1999

ORDER TIME : 11:11 AM

ORDER NO. : 228912-005

CUSTOMER NO: 4322404

200002863742--7

CUSTOMER: Susan E. Mitchell, Legal Asst
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 75202-2711

FOREIGN FILINGS

NAME: FELCOR/MM ~~HOTELS, INC.~~

HOTELS, INC. (7)

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

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DIVISION OF CORPORATIONS

File 1st

my 5/5/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS
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May 5, 1999

MIMI STEPHENS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FELCOR/MM HOTELS, L.L.C.
Ref. Number: W99000010552

We have received your document for FELCOR/MM HOTELS, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

On the AFFIDAVIT, it is stated that \$1,000,000.00 worth of property has been contributed. Please attach a BRIEF DESCRIPTION of this property. Please note that your description can be VERY BRIEF.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00024522

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RESUBMIT

Please give original
submission date as file date.

File 1st

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:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. FelCor/MM Hotels, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. (applied for)
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 22, 1999 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon or after acceptance of this application in the State of Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 545 E. John Carpenter Freeway, Suite 1300, Irving, Texas 75062

(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>Thomas J. Corcoran, Jr.</u>	<u>MGR</u>	<u></u>	<u></u>
<u>545 E. John Carpenter Freeway,</u>		<u></u>	
<u>Suite 1300, Irving, TX 75062</u>		<u></u>	
<u>Lawrence D. Robinson</u>	<u>MGR</u>	<u></u>	<u></u>
<u>545 E. John Carpenter Freeway,</u>		<u></u>	
<u>Suite 1300, Irving, TX 75062</u>		<u></u>	
<u>Randall L. Churchey</u>	<u>MGR</u>	<u></u>	<u></u>
<u>545 E. John Carpenter Freeway,</u>		<u></u>	
<u>Suite 1300, Irving, TX 75062</u>		<u></u>	

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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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:

FelCor/MM Hotels, 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)

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

Laura R. Denig

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

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The undersigned member or authorized representative of a member of _____

FelCor/MM Hotels, 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 \$ 0 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,000,000 ;
(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 \$ 1,000,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or 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.)

Joel M. Eastman, Vice President of FelCor Lodging Trust Incorporated, General Partner

Typed or printed name of signee

of FelCor Lodging Limited Partnership, sole member of FelCor/MM Hotels, L.L.C.

Filing Fee: \$250.00 for Application and Affidavit

ATTACHMENT A

3. (continued)

The property contributed by the member of FelCor/MM Hotels, L.L.C. is a 1% undivided interest in six (6) hotels located in Arizona, California, Florida and Texas.

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State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FELCOR/MM HOTELS, L.L.C." 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 TWENTY-SECOND DAY OF APRIL, A.D. 1999.

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



3033544 8300

991159508

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9703027

DATE:

04-22-99