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06/30/03--01090--005 **70.00

03 JUN 30 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

7/14/03
withdrawal
of

BAYMONT

INNS & SUITES

Kirk A. Pelikan
Direct Dial: (414) 905-1217

June 19, 2003

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion of Baymont Inns Hospitality Corporation to Baymont Inns Hospitality, LLC, and
Conversion of Baymont Partners, Inc. to Baymont Partners, LLC

Dear Sir or Madam:

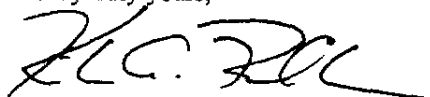
Please be advised that effective May 29, 2003 at 11:59 p.m., Baymont Inns Hospitality Corporation and Baymont Partners, Inc., Wisconsin corporations registered to do business in the State of Florida, were converted into Baymont Inns Hospitality, LLC and Baymont Partners, LLC, respectively, each a Wisconsin limited liability company.

Pursuant to my conversation with the Corporations Division, a conversion of a foreign entity to another foreign entity requires the former to file a withdrawal to do business in the State of Florida, and the latter the file an Application for Authorization to Transact Business in Florida. As such, enclosed please find two checks for \$ 250 and \$ 70 as payment for the fees for fees on:

- Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Baymont Inns Hospitality Corporation
- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Baymont Inns Hospitality, LLC
- Certified Certificate of Conversion of Baymont Inns Hospitality Corporation and Certificate of Good Standing of Baymont Inns Hospitality, LLC
- Certificate of Designation of Registered Agent for Baymont Inns Hospitality, LLC
- Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Baymont Partners, Inc.
- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Baymont Partners, Inc.
- Certificate of Designation of Registered Agent for Baymont Partners, LLC
- Certified Certificate of Conversion of Baymont Partners, Inc. and Certificate of Good Standing of Baymont Partners, LLC

If you have any questions or comments about the above referenced payment or filing, please contact me at (414) 905-1217.

Very truly yours,



Kirk A. Pelikan
Law Clerk

Enclosures

cc: Linda Treland
Baymont Inns & Suites • Corporate Headquarters • 100 E. Wisconsin Ave., Suite 1900 • Milwaukee, WI 53202
Phone 414-905-1000 • Fax 414-905-2669
www.baymontinns.com

A Division of The Marcus Corporation  A NYSE company

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BAYMONT INNS HOSPITALITY CORPORATION
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THOMAS F. KISSINGER
(Name of Person)

THE MARCUS CORPORATION
(Firm/Company)

100 E. WISCONSIN AVENUE, SUITE 1900
(Address)

MILWAUKEE, WI 53202
(City/State and Zip code)

For further information concerning this matter, please call:

KIRK A. PELIKAN at (414) 905-1217
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSMIT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

BAYMONT INNS HOSPITALITY CORPORATION
(Name of Corporation)

WISCONSIN
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

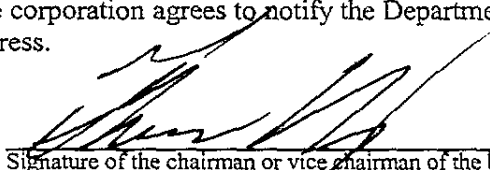
The following is a current mailing address for the corporation:

100 E. WISCONSIN AVENUE, STE. 1900
(Mailing Address)

MILWAUKEE, WI 53202
(City/ State /Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

SECRETARY
Title

THOMAS F. KISSINGER
Typed or printed name

MAY 29, 2003
Date