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CORPORATION SERVICE COMPANY

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04-JUL-08 PM 1:51
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 791569 4808062
AUTHORIZATION : *Patricia Piputo*
COST LIMIT : \$ 87.50

ORDER DATE : July 6, 2004
ORDER TIME : 10:51 AM
ORDER NO. : 791569-055
CUSTOMER NO: 4808062
CUSTOMER: Takako Muramatsu, Legal Asst
Morgan, Lewis & Bockius Llp
22nd Floor
300 South Grand Avenue
Los Angeles, CA 90071-3132

FOREIGN FILINGS

NAME: CAPITAL LODGING TRS OPERATIONS
II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

04 JUL 08 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Capital Lodging TRS Operations II, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 14, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2927 Maple Avenue, Suite 503, Dallas, Texas 75201
(Principal office address)

2927 Maple Avenue, Suite 503, Dallas, Texas 75201
(Current mailing address)

8. Hotel operator
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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
Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____

(Signature of Director or Officer listed in number 12 of the application)

14. Edward Rohling, Chief Executive Officer

(Typed or printed name and capacity of person signing application)

ATTACHMENT
LIST OF OFFICERS AND DIRECTORS

Name and Address of Directors

Rick Koenigsberger: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

Edward Rohling: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

John Bailey: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

Name and Address of Officers

Rick Koenigsberger – President: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

Edward Rohling – Chief Executive Officer: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

John Bailey – Treasurer and Secretary: 2927 Maple Avenue, Suite 503, Dallas, Texas 75201

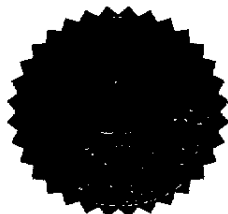
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL LODGING TRS OPERATIONS II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPITAL LODGING TRS OPERATIONS II, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3815779 8300

AUTHENTICATION: 3218177

040499183

DATE: 07-07-04