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Florida Department of State
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

BRE/LQ Operating Lessee Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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SP

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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. BRE/LQ Operating Lessee Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

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

4. December 13, 2005 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. 345 Park Avenue, New York, NY 10154
(Principal office address)

345 Park Avenue, New York, NY 10154
(Current mailing address)

8. To own and operate real estate
(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4
Weston, Florida 33331
(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 as 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.

NRAI Services, Inc.
By: [Signature]
(Registered agent's signature) GARY SHERMAN, ASST. SECY

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached

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

14. Alan Miyasaki, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

BRE/LQ Operating Lessee Inc.

Business Address:
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Directors:

Robert K. Rowell
Joseph Winrich
Jonathan D. Gray
William J. Stein
Kenneth A. Caplan

Officers:

Jonathan D. Gray
Gary M. Summers
William J. Stein
Dennis J. McDonagh
Kenneth A. Caplan
Anthony W. Beovich
Alan Miyasaki

Senior Managing Director and President
Senior Managing Director and Vice President
Managing Director and Vice President
Managing Director, Vice President, Secretary and Treasurer
Managing Director and Vice President
Vice President and Assistant Secretary
Vice President

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TALLAHASSEE, FLORIDA

Delaware

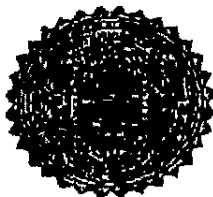
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE/LQ OPERATING LESSEE 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 NINETEENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE/LQ OPERATING LESSEE INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2005.

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

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4385676

DATE: 12-19-05

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