Filing Fee: $20.00

ID Number: 000511634

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

STATEMENT OF CHANGE OF SPECIFIED OFFICE AND/OR REGISTERED AGENT

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:
   HERSHA HOSPITALITY MANAGEMENT L.P.

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

   (Applicable to domestic limited partnerships only)

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

   (Applicable to domestic limited partnerships only)

4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
   PARASEARCH, INC.

5. The name of the NEW registered agent for service of process is:
   C T Corporation System

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
   222 JEFFERSON BOULEVARD, SUITE 200, WARWICK, RI 02888

7. The NEW address of the registered agent is:
   155 South Main Street, Suite 301, Providence, RI 02903

Under penalty of perjury, I declare that the information contained herein is true and correct.

HERSHA HOSPITALITY MANAGEMENT L.P.

Date: 11/16/09

Print Name of Limited Partnership

By _____
General Partner
Steven P. Zimmer, Secretary signing on behalf
HERSHA HOSPITALITY MANAGEMENT CO. its general
partner

FILED

NOV 18 2009

By _____

Form No. 643
Revised: 12/05