

Filing Fee: \$100.00

ID Number: 153342



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

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is WESTIN HOTEL MANAGEMENT, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is January 5, 2006
3. The general character of the business it proposes to transact in Rhode Island is:
Owner of Hotel properties and related contracts
4. The name and address of the agent for service of process is C T Corporation System

<u>10 Weybosset Street</u> (Street Address, not P.O. Box)	<u>Providence</u> (City/Town)	<u>RI</u> (Name of Agent)	<u>02903</u> (Zip Code)
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5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
1111 Westchester Avenue
White Plains, NY 10604

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By [Signature]
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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Starwood Hotels & Resorts Worldwide, Inc	1111 Westchester Avenue, White Plains, NY 10604
Starwood Hotels & Resorts Management Company, Inc.	1111 Westchester Avenue, White Plains, NY 106

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

1111 Westchester Avenue, White Plains, NY 10604

9. A mailing address for the foreign limited partnership is 1111 Westchester Avenue, White Plains, NY 10604

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/17/06

WESTIN HOTEL MANAGEMENT, L.P.

Print Exact Name of Limited Partnership Making Application

By


General Partner

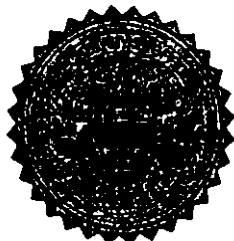
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTIN HOTEL MANAGEMENT, L.P." 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 NINETEENTH DAY OF JANUARY, A.D. 2006.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4457353

DATE: 01-19-06