

Filing Fee: \$20.00

ID Number: 111786



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

**STATEMENT OF CHANGE OF RESIDENT AGENT
OR ADDRESS OF RESIDENT AGENT, OR BOTH**

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent or the address of its resident agent, or both, in the state of Rhode Island as follows:

1. The name of the limited liability company is:

Crossroads Hospitality Company, L.L.C.

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

170 Westminster Street, Suite 900

3. The NEW address of the resident agent is:

10 Weybosset Street, Providence, Rhode Island 02903

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

Corporation Service Company

5. The name of the NEW resident agent is:

CT Corporation System

6. The appointment of a new resident agent or the change of address of the resident agent, or both, as the case may be, shall become effective upon the filing of this statement.

RECEIVED
SECRETARY OF STATE
JUN 20 11 28 AM '03

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

Date: 6/11/03

Crossroads Hospitality Company, L.L.C.
Print Name of Limited Liability Company

[Signature]
Signature of Authorized Person
Secretary

FILED
JUN 20 2003
By [Signature]
3 20950

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Christopher L. Bennett, Senior Vice President and General Counsel of Interstate Hotels and Resorts, Inc., ("the Corporation"), a corporation incorporated under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Mary Lou Mulkeen and Judith Argao as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Mary Lou Mulkeen shall exercise the power of Vice President and Judith Argao shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Christopher L. Bennett.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 16 day of April, 2003.



Christopher L. Bennett
Senior Vice President and General Counsel
Interstate Hotels & Resorts, Inc.

Subscribed and sworn to before me this 24 day of April, 2003



CYNTHIA J. CARTER
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires June 30, 2006