

State of Idaho

Office of the Secretary of State

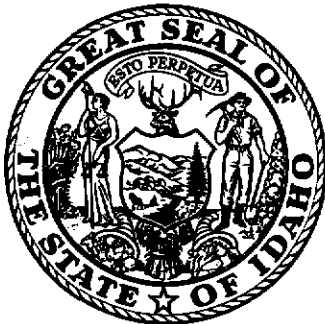
**CERTIFICATE OF AUTHORITY
OF
SUNSTONE HOTEL PROPERTIES, INC.**

File Number C 191032

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 5, 2011



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 MAY -5 AM 8:39

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is:
Sunstone Hotel Properties, Inc.
- The name which it shall use in Idaho is: Sunstone Hotel Properties, Inc
- It is incorporated under the laws of: Colorado
- Its date of incorporation is: 10/27/1994
- The address of its principal office is:
4501 North Fairfax Dr Arlington VA 22203
- The address to which correspondence should be addressed, if different from item 5, is:
Legal Dept - 4501 Norht Fairfax dr Arlington VA 22203
- The street address of its registered office in Idaho is: 1111 West Jefferson, S.530, Boise, ID, 83702
and its registered agent in Idaho at that address is: C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Christopher L Bennett</u>	<u>Secretary EVP Director</u>	<u>4501 North Fairfax Dr Arlington VA 22203</u>
<u>Erica H. Hageman</u>	<u>VP/Assistant Secretary</u>	<u>4501 North Fairfax Dr Arlington VA 22203</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 04/26/2011Signature: Typed Name: Christopher L BennettCapacity: Secretary, EVP, Director

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 06/2005

IDAHO SECRETARY OF STATE
05/05/2011 05:00
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Web Form

C191032

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

SUNSTONE HOTEL PROPERTIES, INC.

is a **Corporation** formed or registered on 10/27/1994 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19941120109.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/22/2011 that have been posted, and by documents delivered to this office electronically through 03/24/2011 @ 14:38:17.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 03/24/2011 @ 14:38:17 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7900993.



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."