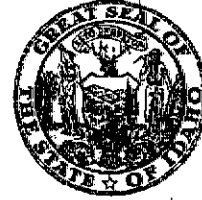


APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY



OCT 10 2 37 PM '97
 (Instructions on back of application)

SECRET STATE OF IDAHO

- The name of the limited liability company is: Sunstone Hotels, LLC
- If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: _____
- The jurisdiction under whose laws the limited liability company is organized is Delaware, and the date of its formation was October 6, 1997
- The name and street address of the registered agent in Idaho is: National Registered Agents, Inc.
512 West Bannock, Boise, Idaho 83702
- The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: 9 East Loockerman Street
Dover, DE 19901
- The address of the limited liability company's principal office, if other than the address in #5 above, is: 20 SW Second Ave.
Rochester, MN 55902
- The address to which correspondence should be addressed is: _____
Brobeck Phleger & Harrison LLP
4675 MacArthur Court, Suite 1000
Newport Beach, CA 92660-1846
Attn: Cheryl Willeford
- Signature of a manager, if any, or a member if there are no managers.

Steven R. Stenhaus
 Steven R. Stenhaus, Sr. Vice President of
 Kahler Realty, Inc. Member

Typed or Printed Name: Steven R. Stenhaus
 Member ID: 10035710

9. Signature of the registered agent named in #4 above.
C. Buck

IDAHO SECRETARY OF STATE
 Secretary of State use only
 10/09/1997 09:00
 CK: 6946 CT: 69535 BH: 45711
 1 @ 100.00 = 100.00 REGFORGLLC
 W 4786

g:\corp\form\llc2.pdf Revised 8/98

State of Delaware
Office of the Secretary of State

PAGE 1

OCT 9 2 38 PM '97

SECRET STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSTONE HOTELS, LLC" 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 SEVENTH DAY OF OCTOBER, A.D. 1997.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2804837 8300

971337923

AUTHENTICATION: 8690114

DATE: 10-07-97

SUNSTONE HOTEL PROPERTIES, INC.
SUNSTONE HOTEL MANAGEMENT, INC.
115 Calle de Industrias, Suite 201
San Clemente, CA 92672

OCT 9 2 30 PM '97
SECRET
STATE

October 9, 1997

Secretary of State
State of Idaho

Re: Consent to Use of Name

To Whom It May Concern:

I, David R. Kinkade, the duly elected and acting Assistant Secretary of Sunstone Hotel Properties, Inc. and the Vice President of Acquisitions of Sunstone Hotel Management, Inc., hereby consent to the use of the names listed below by Charles Baclet & Associates and National Registered Agents, Inc. for the purpose of qualifying to do business in the State of Idaho:

1. Sunstone Hotels, LLC;
2. Sunstone E & P Corporation I;
3. Sunstone E & P Corporation II;
4. Kahler E & P Corporation I;
5. Kahler E & P Corporation II;
6. Kahler E & P Partners L.P. I; and
7. Kahler E & P Partners L.P. II.

Please note that the entities listed above are affiliated with Sunstone Hotel Investors, Inc. and Sunstone Hotel Investors, L.P.

If you have any questions please contact Kate Lane at (714) 955-9585.

Sincerely,


David R. Kinkade

:leb