Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DA)9/15/04
RE T NUMBER: 5234-1524
TE ONE CONTACT: (615) 741-0537
C L NUMBER: 0211828

TO:
BAKER DONELSON BEARMAN ETL
211 COMMERCE STREET
STE 1000
NASHVILLE, TN 37201-0000

Davidson County CHARTER
Recvd: 09/15/04 16:17 4pgs
Fees:7.00 Taxes:0.00
20040915-0111435

RE:
LIMITED PARTNERSHIP NOT FOUND
AMENDED AND RESTATED CERTIFICATE -
LIMITED PARTNERSHIP

NOTICE OF DOCUMENT RETURN

IMPORTANT: A COPY OF THIS NOTICE MUST BE RETURNED WITH THE CORRECTED DOCUMENT.

WE REGRET TO INFORM YOU THAT THE ENCLOSED DOCUMENT IS NOT ACCEPTABLE FOR FILING FOR THE FOLLOWING REASONS(S):

AFTER CHECKING THE FILES OF THIS OFFICE, THE LIMITED PARTNERSHIP NAMED IN THE ENCLOSED DOCUMENT COULD NOT BE FOUND.

PLEASE LIST AN INDIVIDUAL OR A CORPORATION AS AGENT. THE LIMITED PARTNERSHIP CANNOT BE DESIGNATED AS ITS OWN AGENT.

FOR: AMENDED AND RESTATED CERTIFICATE - LIMITED PARTNERSHIP
ON DATE: 09/15/04

FROM:
BAKER DONELSON BEARMAN ETC (NASHVILLE)
211 COMMERCE STREET
#1000
NASHVILLE, TN 37201-0000

	FEES	
RECEIVED:	$20.00	$0.00
TOTAL PAYMENT RECEIVED:		$20.00

RECEIPT NUMBER: 00003584784
ACCOUNT NUMBER: 00208389

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

RECEIVED
STATE OF TENNESSEE
2004 SEP 15 PM 3:26
RILEY DARNELL
SECRETARY OF STATE

This Instrument Prepared By:

Kenneth P. Ezell Jr., Esq.
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ
211 Commerce, Suite 1000
Nashville, TN 37201

SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP FOR:

MCGAVOCK ASSOCIATES, LTD.

[Changing Name to HEI NASHVILLE, LTD.]

The undersigned general partner of McGavock Associates, Ltd., a Tennessee limited partnership (the "Partnership") pursuant to the Tennessee Uniform Limited Partnership Act executes this Second Amended and Restated Certificate of Limited Partnership:

1. The name of the limited partnership (the "Partnership") is:

   HEI NASHVILLE, LTD.

2. The principal place of business of the Partnership is:

   777 McGavock Pike
   Nashville, Tennessee 37214

3. The character of the business of the Partnership is:

   The principal business activity and purposes of the Partnership shall be to acquire, improve, finance, hold, own, operate, lease, redevelop, sell, mortgage, pledge, exchange, convey, or otherwise dispose of the property and to engage in all actions necessary, convenient or incidental thereto. The Partnership shall not engage in any other business or activity.

4. The name and place of residence of each partner of the Partnership is as follows:

   General Partner:

   HEI Nashville GP LLC
   c/o HEI Hospitality Fund, L.P.
   Third Floor, 101 Merritt
   Seven Corporate Park
   Norwalk, CT 06851

Limited Partner:

HEI Nashville LP LLC
c/o HEI Hospitality Fund, L.P.
Third Floor, 101 Merritt
Seven Corporate Park
Norwalk, CT 06851

5. The Partnership shall continue for an indefinite term until terminated in accordance with Article 10 of the Fourth Amended and Restated Limited Partnership Agreement of the Partnership.

6. The amount of cash contributed by the Limited Partner to the Partnership is $990.00. No other property has been contributed to the Partnership by the Limited Partner.

7. The Limited Partner has agreed to make additional contributions of capital to the Partnership as required, prorata with other Partners in accordance with their interests in the Partnership.

8. The contribution of each Partner shall be returned upon dissolution of the Partnership, to the extent of available funds.

9. The share of profits or other compensation by way of income which the Limited Partner shall receive by reason of its compensation is 99.0%.

10. The Limited Partner shall have no right to substitute an assignee as a contributor in its place.

11. Additional partners may be admitted to the Partnership only upon the agreement of the General Partner and the Limited Partner.

12. No Limited Partner shall have any right to priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. The General Partner and the Limited Partner have no right to continue the Partnership upon the death, retirement or insanity of the General Partner.

14. The Limited Partner may not demand and receive property other than cash in return for its contribution.

15. This document is to be effective upon filing with the Register of Deeds for Davidson County, Tennessee.

16. This Second Amended and Restated Certificate of Limited Partnership amends, restates and supersedes the Amended and Restated Certificate of Limited Partnership of the Partnership dated June 3, 2004, of record as Instrument No. 20040604-0066208 Register's Office for Davidson County, Tennessee.

This the 14th day of September, 2004.

HEI NASHVILLE, LTD., a Tennessee limited partnership

By: HEI Nashville GP LLC, a Delaware limited liability company

By: _____

Name: Anthony Rutledge

Title: Vice President

ACKNOWLEDGEMENT

STATE OF CONNECTICUT	)	
	)	ss. NORWALK
COUNTY OF FAIRFIELD	)	

The foregoing instrument was acknowledged before me this 14 day of September, 2004, by Anthony Rutledge, the Vice President of HEI Nashville GP LLC, a Delaware limited liability company, as general partner of McGavock Associates, Ltd., a Tennessee limited partnership, on behalf of the partnership and limited liability company.

Susan Broderick

My Commission Expires: Sue Broderick NOTARY PUBLIC State of Connecticut My Commission Expires 5/31/08