

Document Number Only

B95000000317

FILED
SECRETARY OF STATE
SECTION OF CORPORATIONS
95 SEP - 1 PM 1:09

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

600001579306
-09/07/95--01018--012
*****52.50 *****52.50

600001579306
-09/07/95--01018--013
*****35.00 *****35.00

Shaner Hotel Group limited Partnership

600001579306
*****17.50 *****17.50

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

RECEIVED
95 SEP - 1 PM 2:07
DIVISION OF CORPORATIONS

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
9/1/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

(2) CUS
G. TAX _____
FILING _____ 52.50
N. AGENT FEE _____ 25.00
TOTAL _____ 17.50
N. BANK _____
BALANCE DUE _____
REFUND _____

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 1 11:09 AM '92

1. Shaner Hotel Group Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register to transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. August 30, 1995 (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

[Signature]
(Officer must sign on this line)

Kevin A. Seburnia, Asst. Secy.
(Type Name and Title of Officer)

8. 1209 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
Shaner Operating Corp.	303 Science Park Road
<u>133609</u>	State College, Pennsylvania 16803

10. 303 Science Park Road, State College, Pennsylvania 16803
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 303 Science Park Road, State college, Pennsylvania 16803
(Mailing Address of Limited Partnership)

This 24 day of August, 1995.

[Signature]
General Partner
Lance T. Shaner, Vice President

of Shaner Operating Corp.
General Partner

STATE OF PENNSYLVANIA

COUNTY OF CENTRE

THE FOREGOING instrument was acknowledged and sworn to before me this 24 day of August, 1995, by Lance T. Shaner, Vice President (Name of General Partner) of Shaner Operating Corp., General Partner of Shaner Hotel Group Limited Partnership (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]
Notary Public
State of _____ at Large

(SEAL)

My Commission Expires:

10-25-97

NOTARIAL SEAL
BINA M. ROGERS, Notary Public
State of Centre Borough, Centre Co
My Commission Expires Oct 25, 1997

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP - 1 PM 1:09

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEAL
PH 1:09

BEFORE ME, the undersigned, personally appeared Lance T. Shaner, Vice President a general partner of Shaner Hotel Group Limited PARTNERSHIP (OH) Partnership Delaware, limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

* of Shaner Operating Corp.

1. The amount of capital contributions of the limited partners is \$ 95.00

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

This 24 day of August, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

Shaner Operating Corp.
General Partner

[Signature]

Lance T. Shaner, Vice President

STATE OF PENNSYLVANIA
COUNTY OF CENTEE
DATE AUGUST 24, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Lance T. Shaner, Vice President* (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership. * Shaner Operating Corp.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of August, 1995.

[Signature]
Notary Public

Seal

State of PA at Large

My Commission Expires:

10-25-97
GINA M. ROGERS, Notary Public
State College Borough, Centre Co.
My Commission Expires Oct. 25, 1997

900001660629
-12/13/95--0101--026
*****8.75 *****8.75

Document Number Only

B950000 00317

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC - 9 PM 1:26

900001660629
-12/13/95--0101--025
*****52.50 *****52.50

Shaner Hotel Group Limited Partnership
to:
Shaner Hotel Group Properties One Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 11 PM 1:27

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Reinstatement
- Annual Report
- Reservation
- Other
- Change of R.A.
- Certified Copy
- Photo Copies
- Fictitious name Filing
- OUS
- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

RECEIVED

Name Availability	BK
Document Examiner	12/11/95
Updater	3:00
Verifier	myk
Acknowledgment	52.50
W.P. Verifier	AGENT FEE
	COPY 6.75
	TOTAL 61.25
	BANK
	BALANCE DUE
	PLEASE FILE

PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 1st

Please file these simultaneously!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 11 PM 1:27

December 7, 1995

Department of State
The Capitol
Tallahassee, FL 32399-0250

Ladies and Gentlemen:

Please be advised that Shaner Hotel Group Properties One Limited Partnership (formerly Shaner Hotel Group Limited Partnership) promises to file the 1996 Florida Limited Partnership Annual Report and pay additional supplemental fees in a timely manner, prior to December 31, 1995.

Very truly yours,

Shaner Operating Corp.
General Partner

By:



Lance T. Shaner
Vice President

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

SHANER HOTEL GROUP LIMITED PARTNERSHIP

(Insert name correctly on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name of the limited partnership is Shaner Hotel Group Properties One Limited Partnership.

Shaner Operating Corp.
General Partner

By: _____

(Signature of a General Partner)

By: Lance T. Shaner, Vice President

(Typed or printed name of General Partner signing above)

STATE OF PENNSYLVANIA

COUNTY OF CENTRE

On this 6th day of December, 1995, Lance T. Shaner personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of

Gina M. Rogers

NOTARIAL SEAL
GINA M. ROGERS, Notary Public
State of Pennsylvania, Centre Co.
My Commission Expires March 25, 1997

Seal

My Commission Expires: _____

FILED STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
95 DEC 1 PM 1:27

Document Number Only

B95000000317

800001672778
-12/28/95--01040--016
*****52.30 *****52.50

CT CORPORATION SYSTEM

Preparer's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
95 DEC 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shaner Hotel Group Properties One
Limited Partnership

B95000000317

Profit
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Restatement

Reservation

Change of P.A.

Certified Copy

Photo Copies

F.L.C. Name

Call When Ready

Call if Problem

After 4:30

Walk In
 Mail Out

Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/27/95
3:00

12/27/95a

PLEASE RETURN EXTRA COPIES
FILE STAMPED

December 19, 1995

Department of State
The Capitol
Tallahassee, FL 32399-0250

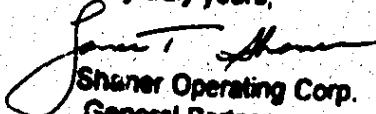
95 DEC 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Ladies and Gentlemen:

Please be advised that Shaner Hotel Group Properties One Limited Partnership promises to file the 1996 Florida Limited Partnership Annual Report and pay additional supplemental fees in a timely manner, prior to December 31, 1995.

Very truly yours,


Shaner Operating Corp.
General Partner

By: Lance T. Shaner
Vice President

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Shaner Hotel Group Properties One Limited Partnership

Insert name currently on file with Florida Dept. of State

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows: The name and address of the sole general partner is Shaner GP One, Inc., 303 Science Park Road, State college, Pennsylvania 16803.

FILED
95 DEC 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Shaner Operating Corp.

By: *Lance T. Shaner*
(Signature of a General Partner)

Lance T. Shaner, Vice President

(Typed or printed name of General Partner signing above)

STATE OF PENNSYLVANIA

COUNTY OF CENTRE

On this 12th day of December, 19 95, Lance T. Shaner personally appeared before me.

- who is personally known to me
- whose identity I proved on the basis of

Gina M. Rogers
(Notary Public Signature)

NOTARIAL SEAL
GINA M. ROGERS, Notary Public
Notary's Place: College Borough, Centre Co.
My Commission Expires Oct. 25, 1997

Seal

My Commission Expires: _____

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 30 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

SHANER HOTEL GROUP PROPERTIES
ONE LIMITED PARTNERSHIP

1a. DOCUMENT #
89500000317

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

303 SCIENCE PARK ROAD
STATE COLLEGE, PA 16803

Principal Office Address

303 SCIENCE PARK ROAD
STATE COLLEGE, PA 16803

If above addresses are incorrect in any way file through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA

9/1/95

3a. Date of Last Report

9/1/95

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record

\$0.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$0.00

6. FEI Number

25-1772175

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$51.50 and a maximum of \$437.50.
2.) Supplemental Fee. \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

of
1-31

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PIN ISLAND ROAD
PLANTATION, FL 33324

1c. If changed, new Registered Agent/Office

Name

200001705932

Street Address (P.O. Box Number is Not Accepted)

02705796--01027--017

Suite, Apt. #, etc.

***191.25 ***191.25

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

SHANER GP ONE, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

303 SCIENCE PARK ROAD

11b. City, State & Zip Code

STATE COLLEGE, PA
16803

11c. Registration
Document Number

F950000 6258

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Frederick J. Shaner

FREDERICK J. SHANER, PRESIDENT

DATE 12/28/95

Telephone Number (814) 234-4460

Typed or Printed Name of General Partner Signing Form

CFR2003 (6/95)

Document Number Only

B95000000317

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 PM 3:39

Shaner Hotel Group Properties One Limited Partnership

508801866045
-06/18/96--01138--019
*****52.50 *****52.50

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership Cancellation
- Re-statement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- Fictitious Name
- CUS/ G
- After 4:30
- Pick Up

RECEIVED
96 JUN 11 AM 11:37
DIVISION OF CORPORATIONS

Name Availability	B/K
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

6/12/96

G. TAX	
FILING	52.50
R. ABENT FEE	
C. COPY	
TOTAL	52.50
V. BANK	
SALANCE DUE	
RETURN	

B/K
6/12/96

**CERTIFICATE OF CANCELLATION OF REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUN 12 PM 3:39

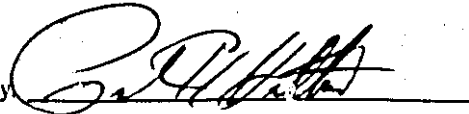
Pursuant to the provisions of Section 620.174 of the Florida Uniform Limited Partnership Act, the following Certificate of Cancellation of Foreign Limited Partnership is submitted for filing.

- ARTICLE 1. The name of the limited partnership is Shaner Hotel Group Properties One Limited Partnership
- ARTICLE 2. If different than above, the name of the limited partnership under which its Certificate of Authority was issued in Florida is Shaner Hotel Group Limited Partnership. The name of the limited partnership was amended to Shaner Hotel Group Properties One Limited Partnership in its domestic state of Delaware on December 6, 1995 and reflected on the records in Florida on December 11, 1995.
- ARTICLE 3. The limited partnership's Certificate of Authority to conduct business in Florida was issued on September 1, 1995.
- ARTICLE 4. The effective date of cancellation, if different than the date of the filing of this Certificate with the Secretary of State, is upon filing.
- ARTICLE 5. The authority of the Secretary of State to accept service of process for the limited partnership with respect to causes of action arising out of the transaction of business in the State of Florida survives the filing of this Certificate and remains in effect.
- ARTICLE 6. The address of the limited partnership to which the Secretary of State can forward service of process is 303 Science Park Road, State College, Pennsylvania 16803.

Date: May 2, 1996

Shaner GP One, Inc. - General Partner

By



Peter K. Hulbert, Vice President

Commonwealth of Pennsylvania
County of Centre

Subscribed and sworn or affirmed before me this 2nd day of May, 1996, by Peter K. Hulburt, Vice President of Shaner Operating Corp., the sole general partner of Shaner Hotel Group Properties One Limited Partnership, a foreign limited partnership.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUN 12 PM 3:39

(NOTARIAL SEAL)

Gina M. Rogers
Notary Public

My commission expires: 10-25-97

NOTARIAL SEAL
GINA M. ROGERS, Notary Public
State College Borough, Centre Co.
My Commission Expires Oct. 25, 1997