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DIVISION OF CORPORATIONS

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street:

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

100002040551--9
-12/30/96--01009--029
***1793.75 ***1793.75

Shaner Hotel Group Properties Two limited Partnership

- Profit
- NonProfit
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- Foreign
- Limited Partnership
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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

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1. Shaner Hotel Group Properties Two 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 or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. April 10, 1996 (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.

C T CORPORATION SYSTEM
Connie Bryan
(Officer must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. 1209 Orange St., Wilmington, DE 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. P33609	303 Science Park Rd. State College, PA 16803

10. 303 Science Park Rd, State College, PA 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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 Rd, State College, PA 16803
(Mailing Address of Limited Partnership)

This 10th day of December, 1996.

Shaner Operating Corp.
General Partner

By *Peter K. Hulbert*
Peter K. Hulbert
Vice President

STATE OF Pennsylvania

COUNTY OF Centre

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of December, 1996, by Shaner Operating Corp. (Name of General Partner) of Shaner Hotel Group Properties Two Limited Partnership (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Anna M. Rogers
Notary Public
State of Pennsylvania at Large

(SEAL)

My Commission Expires:

10-25-97

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter K. Hulburt, Vice President* general partner of Shaner Hotel Group Properties Two Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$21,000,000.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$11,400,000.

This day of December, 1996.

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

By: *Peter K. Hulburt*

Peter K. Hulburt
Vice President

* of Shaner Operating Corp.

STATE OF PENNSYLVANIA
COUNTY OF CENTRE
DATE December 18, 1996

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 Peter K. Hulburt, Vice President * (General Partner, known to me and know 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of December, 1996.

Mina M. Rogers
Notary Public

Seal

State of Pennsylvania at Large

My Commission Expires:

10-25-97

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