

Document Number Only

F96000005420

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200001980012--S
-10/18/96--01049--007
*****0.75 *****0.75

200001980012--S
-10/18/96--01049--008
*****70.00 *****70.00

JF Hotel III, Inc.

95 OCT 18 PM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/18

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- NonProfit
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- Foreign
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10-18

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. JF Hotel III, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Virginia
(State or country under the law of which it is incorporated)

3. applied for
(FEI number, if applicable)

4. October 9, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, (b)(1) and (b)(2).))

7. 302 Royal Poinciana Way, Palm Beach, Florida 33480

(Current mailing address)

8. The purpose of the corporation is to act as the lessee/operator of hotel properties.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

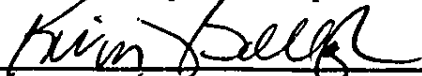
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. Vice President
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA
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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeffrey H. Fisher

Address: 302 Royal Poinciana Way

Palm Beach, Florida 33480

Director: Frederic Shaw

Address: 302 Royal Poinciana Way

Palm Beach, Florida 33480

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark Murphy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark A. Murphy, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
JF Hotel III, Inc.**

1. Fredoric Shaw, President
302 Royal Poinciana Way
Palm Beach, Florida 33480
2. John Langley, Secretary
302 Royal Poinciana Way
Palm Beach, Florida 33480
3. Mark A. Murphy, Assistant Secretary
951 East Byrd Street
Richmond, Virginia 23219

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

JF Hotel III, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 09, 1996.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA



Signed and Sealed at Richmond
on this Date: October 16, 1996

William J. Bridge

William J. Bridge, Clerk of the Commission

F9600005420

Requester's Name

JF Hotel, Inc.
302 Royal Poinciana Way
Palm Beach, Florida 33480

100002829171--B
-10/21/97--01042--011
*****70.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 10/21/97
 KACM
 SECRETARY OF STATE
 PALM BEACH COUNTY, FLORIDA
 97 OCT 28 PM 2:27
 APPROVED AND FILED

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Virginia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: JF Hotel III, Inc.

2. The mailing address of the corporation is: 302 Royal Poinciana Way Palm Beach, Florida 33480

3. Date of incorporation/qualification: Oct. 18, 1996 Document number: F96000005420

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Mark A. Murphy
302 Royal Poinciana Way
Palm Beach, FL 33480

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TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) July 23, 1997 (Date)

Frederic M. Shaw, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Mark Murphy (Signature of Registered Agent) 7/23/97 (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)