

**CORPORATE
ACCESS,
INC.**

M 97000000164

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING foreign limited liability

1.) Impac Hotels II, L.L.C.
(CORPORATE NAME & DOCUMENT #)

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-04/04/97--01115--013
*****52.50 *****52.50
400002134334--4
-04/04/97--01115--014
*****87.50 *****87.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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6.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

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R. AGENT FEE 35.00
C. COPY _____
TOTAL 140.00
N. BANK _____
BALANCE DUE _____
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DIVISION OF CORPORATIONS
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C. COPY
TOTAL
N. BANK
BALANCE DUE
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APR -2 AM 10:57
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. IMPAC HOTELS II, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present)

2. GEORGIA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. 12/11/96
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.)

7. 3399 Peachtree Road, N.E., Suite 1220
Atlanta, Georgia 30326
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Impac SPE #2, Inc. MGRM

3399 Peachtree Road, N.E.

Suite 1220

Atlanta, GA 30326

Filing Fee: \$ 52.50 for Application

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

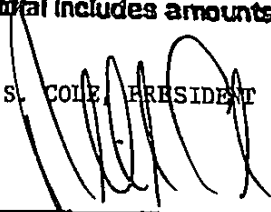
The undersigned member or authorized representative of a member of IMPAC HOTELS II, L.L.C.

Robert S. Cole, President

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.

ROBERT S. COLE, PRESIDENT OF MANAGING MEMBER



Signature of a member or authorized representative of a member.
(In accordance with section 603.403(2), Florida Statute, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

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Filing Fee: \$ 52.50 for Affidavit

INTERNET CORP. SERVICES TEL: 770-815-0477 FEB 21 97 12:05/NO.009 P.05

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

limited liability company is
1. The name of the corporation is: IMPAC HOTELS II, L.L.C.

2. The name and address of the registered agent and office is:

NRAI Services, Inc.
(Name)
526 E. PARK AVENUE
(P.O. Box not acceptable)
Tallahassee, Florida 32301
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gwendolyn Andrews
(Signature)

April 1, 1997
(Date)

GWENDOLYN ANDREWS
ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970860654
CONTROL NUMBER : 9637393
DATE INC/AUTH/FILED : 12/11/1996
JURISDICTION : GEORGIA
PRINT DATE : 03/27/1997
FORM NUMBER : 211

PARANET CORPORATION SERVICES, INC.
GWEN ANDREWS
3761 VENTURE DRIVE, STE 260
DULUTH, GA 30136

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

IMPAC HOTELS II, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State