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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: JOHN HALL

FROM: BOBBY COAD, PLS

DATE: DECEMBER 2, 1997

RE: ~~AURO AUSTRIAN HOTEL, LC~~
~~AURO REPUBLIC HOTEL, LC~~
~~LAXMI AUSTRIAN HOTEL, LTD.~~
~~LAXMI REPUBLIC HOTEL, LTD.~~

800002362298--0
-12/04/97--01001--006
*****17.50 *****8.75

800002362298--0
-12/04/97--01001--007
***1837.50 ***1837.50

Enclosed are the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Auro Austrian Hotel, LC. You will note that the Affidavit of Membership and Contributions of Foreign Limited Liability Company that is attached to the Application is not signed. You will receive from JHM Enterprises in Greenville, SC by Federal Express the signed Affidavit which you need to insert as a replacement for that page.

2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Auro Republic Hotel, LC. You will note that the Affidavit of Membership and Contributions of Foreign Limited Liability Company that is attached to the Application is not signed. You will receive from JHM Enterprises in Greenville, SC by Federal Express the signed Affidavit which you need to insert as a replacement for that page.

You will also receive from Maurice Holloway, Esquire in Greenville, SC, a certified copy of the Articles of Organization for each of the above South Carolina limited liability companies, which you need to also attach to the Applications.

In addition, you will receive from JHM Enterprises two checks, each of \$346.25 representing \$250 filing fee, \$35 registered agent fee, \$52.50 for a certified copy and \$8.75 for a certificate of status for the above two limited liability companies.

3. Original and one copy of Certificate of Limited Partnership of Laxmi Austrian Hotel, Ltd. You will note that the last page (4) that contains the notarizations is not complete, as the notary did not affix her seal to the top notarization. You will receive from JHM Enterprises also a new page 4^r which you need to insert as a replacement for page 4.

4. Original and one copy of Certificate of Limited Partnership of Laxmi Republic Hotel, Ltd. You will note that the last page (4) that contains the notarizations is not complete, as the notary did not affix her seal to the top notarization. You

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will receive from JHM Enterprises also a new page 4 which you need to insert as a replacement for page 4.

5. Two checks of JHM Management, Inc., each in the amount of \$1,837.50 for the filing fees for Laxmi Austrian Hotel, Ltd. and Laxmi Republic Hotel, Ltd. You will also receive from JHM Enterprises an additional check for \$17.50 which will be for two certificates of status for Laxmi Austrian Hotel, Ltd. and Laxmi Republic Hotel, Ltd. at \$8.75 each.

PLEASE BE SURE TO FILE THE APPLICATIONS BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA FOR EACH OF THE SOUTH CAROLINA LIMITED LIABILITY COMPANIES BEFORE YOU FILE THE CERTIFICATES OF LIMITED PARTNERSHIP.

After all is filed, please fax the certificates and certified copies to us prior to returning them all to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call

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TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LAXMI REPUBLIC HOTEL, LTD.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the General Partner of LAXMI REPUBLIC HOTEL, LTD., a Florida limited partnership, does execute this Certificate, and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

LAXMI REPUBLIC HOTEL, LTD., a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Donald Curotto, Esquire
c/o Allen, Lang, Morrison & Curotto, P.A.
105 E. Robinson St., Suite 201
Orlando, Florida 32801

(Mailing address: P. O. Box 3628
Orlando, FL 32802-3628)

3. The names and addresses of the General Partners are:

JHM ENTERPRISES, INC., a South Carolina
corporation authorized to transact
business in the State of Florida
880 S. Pleasantburg Drive
Greenville, SC 29607

F9500005260

AURO REPUBLIC HOTEL, LLC, a South Carolina
limited liability company authorized to transact
business in the State of Florida
880 S. Pleasantburg Drive
Greenville, SC 29607

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4. The mailing address for the Limited Partnership is

880 S. Pleasantburg Drive
Greenville, SC 29607

5. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2027

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNER:

JHM ENTERPRISES, INC., a South Carolina corporation authorized to transact business in the State of Florida

By: Hasmukh P. Rama
HASMUKH P. RAMA, CEO

GENERAL PARTNER:

AURO REPUBLIC HOTEL, LLC, a South Carolina limited liability company authorized to transact business in the State of Florida

By: Hasmukh P. Rama
HASMUKH P. RAMA, Managing Member

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named as the registered agent for LAXMI REPUBLIC HOTEL, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

Donald Curotto
Donald Curotto
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared HASMUKH P. RAMA, CEO of JHM ENTERPRISES, INC., a South Carolina corporation, a General Partner of LAXMI REPUBLIC HOTEL, LTD., hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is the fair market value of certain assets in the amount of \$ 2,152,030.

Dated this 2 day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER:

JHM ENTERPRISES, INC., a South
Carolina corporation authorized to
transact business in the State of Florida

By Hasmukh P. Rama
HASMUKH P. RAMA, CEO

GENERAL PARTNER:

AURO REPUBLIC HOTEL, LLC, a South
Carolina limited liability company authorized to
transact business in the State of Florida

By Hasmukh P. Rama
HASMUKH P. RAMA, Managing Member

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SECRETARY OF STATE

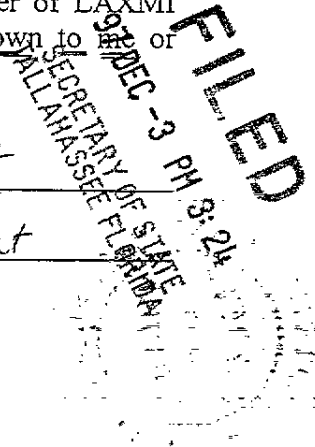
STATE OF SOUTH CAROLINA
COUNTY OF SPARTANBURG

The foregoing instrument was acknowledged before me this date by HASMUKH P. RAMA Managing Member of AURO REPUBLIC HOTEL, LLC, a South Carolina limited liability company authorized to transact business in the State of Florida, a General Partner of LAXMI REPUBLIC HOTEL, LTD., a Florida limited partnership. He is personally known to me or produced N/A as identification.

My Commission Expires:

My Commission Expires
April 26, 2003

Barbara S. Tallant
Notary Public
Print Barbara S. Tallant



STATE OF SOUTH CAROLINA
COUNTY OF SPARTANBURG

The foregoing instrument was acknowledged before me this date by HASMUKH P. RAMA CEO of JHM ENTERPRISES, INC., a South Carolina corporation authorized to transact business in the State of Florida, a General Partner of LAXMI REPUBLIC HOTEL, LTD., a Florida limited partnership. He is personally known to me or produced N/A as identification.

My Commission Expires:

My Commission Expires
April 26, 2003

Barbara S. Tallant
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