A99000000856

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 255100 9196A

AUTHORIZATION : Patricia Pyjet

COST LIMIT : $ 140.000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 26 PM 1:09

ORDER DATE : May 26, 1999

ORDER TIME : 4:01 PM

ORDER NO. : 255100-010

400002887884--7

CUSTOMER NO: 9196A

CUSTOMER: Katherine A. Christy, Esq
KATHERINE A. CHRISTY, ESQ
KATHERINE A. CHRISTY, ESQ
Suite 150
250 International Parkway
Heathrow, FL 32746

RECEIVED
99 MAY 26 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EPOCH-FLORIDA CAPITAL HOTEL PARTNERS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 26 PM 1:09

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: JK

5/26/99

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 28 PM 1:09

1. EPOCH-FLORIDA CAPITAL HOTEL PARTNERS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 250 INTERNATIONAL PARKWAY, SUITE 150, HEATHROW, FLORIDA 32746
(Business address of Limited Partnership)

3. C. THOMAS SELBY
(Name of Registered Agent for Service of Process)

4. 250 INTERNATIONAL PARKWAY, SUITE 150, HEATHROW, FLORIDA 32746
(Florida street address for Registered Agent)

5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 250 INTERNATIONAL PARKWAY, SUITE 150, HEATHROW, FLORIDA 32746
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2027

8. Name(s) of General Partner(s): Street Address:

EPI Southbridge, Inc. 250 International Pkwy., Ste. 150
Heathrow, Florida 32746

F99000048315

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 24th day of May, 1999.

Signature of all General Partners:

EPI SOUTHBRIDGE, INC.

By: _____
C. Thomas Selby, Vice President

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared C. Thomas Selby as Vice President of EPI Southbridge, Inc., to me known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same on behalf of said corporation.

WITNESS my hand and official seal at Seminole County, Florida, this 24th day of May, 1999.

NOTARY PUBLIC STATE OF FLORIDA
CLARE B. PHILLIPS
COMMISSION # CC 659673
EXPIRES AUG 23, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

_____
Clare B. Phillips
Notary Public - State of Florida
My Commission Expires: 08/23/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 26 PM 1:09

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of EPOCH-FLORIDA CAPITAL HOTEL PARTNERS, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is $100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals $100.00.

Signed this 24th day of May, 1999.

FURTHER AFFIANT SAYETH NOT.

EPI SOUTHBRIDGE, INC.

By: _____
C. Thomas Selby, Vice President