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Hospitality  Operations, Inc.

INCORPORATED 1959

1508 San Ignacio Avenue • Suite 200  
Coral Gables, Florida 33146

Tel: (305) 661-1230 • Fax: (305) 661-0212  
E-mail: hotelgroups@aol.com

April 3, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Limited Partnerships

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-04/17/01--01017--007  
\*\*\*1846.25 \*\*\*1846.25

Re: WIN INN LODGING, LTD., a Florida Limited Partnership

Dear Sir/Madam:

With regard to the above referenced partnership, you will find enclosed the following:

1. Certificate of Limited Partnership (two originally executed)
2. Affidavit of Capital Contributions
3. Certificate Designating Place of Business/Resident Agent

Also enclosed is our check in the amount of \$1,846.25 to cover the following costs:

|    |                                    |              |
|----|------------------------------------|--------------|
| A. | Limited Partnership Filing Fee     | \$1,750.00   |
| B. | Certified Copy Fee                 | 52.50        |
| C. | Certificate of Status              | 8.75         |
| D. | Registered Agent's Designation Fee | <u>35.00</u> |

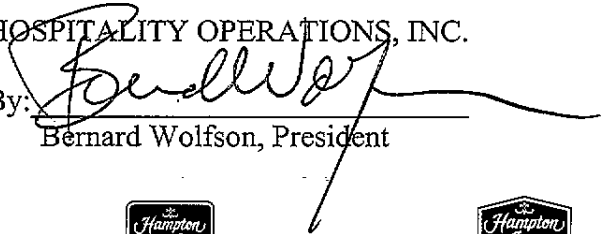
Total: \$1,846.25

Please process the enclosed and return a certified copy of the Certificate of Limited Partnership and Certificate of Status.

Thank you very much.

Yours truly,

HOSPITALITY OPERATIONS, INC.

By:   
Bernard Wolfson, President

BW/cc



COCONUT GROVE



PEMBROKE PINES



MIAMI AIRPORT



FORT LAUDERDALE

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WIN INN LODGING, LTD.  
a Florida limited partnership**

The undersigned, General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Partnership Act, hereby states:

The name of the Partnership is **WIN INN LODGING, LTD.**

1. The address of the office of the Partnership is 1508 San Ignacio Avenue, Suite 200, Coral Gables, Florida 33146.
2. The name and address of the agent for service of process on the Partnership is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.
3. The name and business address of the General Partner is HOSPITALITY OPERATIONS, INC., a Florida corporation, 1508 San Ignacio Avenue, Suite 200, Coral Gables, Florida 33146.
4. The mailing address of the Partnership is 1508 San Ignacio Avenue, Suite 200, Coral Gables, Florida 33146.
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**IN WITNESS WHEREOF**, this Certificate of Limited Partnership has been executed by the General Partner of **WIN INN LODGING, LTD.**, this 3 day of April, 2001.

GENERAL PARTNER:

HOSPITALITY OPERATIONS, INC.  
a Florida corporation

By: Bernard Wolfson

Name: Bernard Wolfson

Title: President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting the sole General Partner of **WIN INN LODGING, LTD.**, a Florida limited partnership, certifies:

1. The amount of the capital contribution to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,224,000.00.

Signed this 3 day of April, 2001.

FURTHER AFFIANT SAYETH NOT.

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

HOSPITALITY OPERATIONS, INC.

a Florida corporation

By: Bernard Wolfson

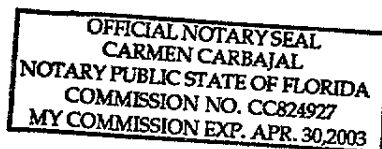
Bernard Wolfson, President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 3 day of April, 2001, by **BERNARD WOLFSON, President** of **HOSPITALITY OPERATIONS, INC.**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Carmen Carbajal  
Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **WIN INN LODGING, LTD.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership at the City of Coral Gables, State of Florida, has named **ATRIUM REGISTERED AGENTS, INC.**, whose address is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

ATRIUM REGISTERED AGENTS, INC.

By: Robert A. Stamen  
Robert A. Stamen, Vice President

FILED  
01 APR 16 PM 11:43  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA