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ACCOUNT NO. : 072100000032

REFERENCE : 580929 10820A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
02 MAY 15 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 15, 2002

ORDER TIME : 11:23 AM

ORDER NO. : 580929-005

CUSTOMER NO: 10820A

CUSTOMER: Andrew M. O'malley, Esq
Carey O'malley Whitaker &
Manson, P.a.
712 South Oregon Avenue

100005537741--9
-05/15/02--01029--026
***1846.25 ***1846.25

Tampa, FL 33606

DOMESTIC FILING

NAME: CAMPUS LODGE OF ATHENS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
02 MAY 15 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

FILED
02 MAY 15 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 13, 2002

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Campus Lodge of Athens, Ltd.

To Whom it May Concern:

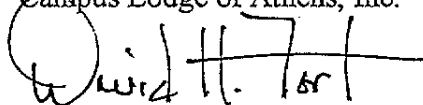
The undersigned is the president of Campus Lodge of Athens, Inc., a Florida corporation formed on February 15, 2001. This corporation was formed to act as the corporate General Partner for Campus Lodge of Athens, Ltd.

I hereby give permission for the formation of an entity to be named *Campus Lodge of Athens, Ltd.*

If you require anything further, please do not hesitate to contact me at 352-380-9600.

Sincerely,

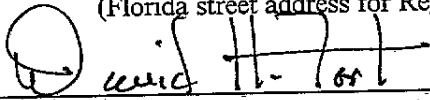
Campus Lodge of Athens, Inc.

A handwritten signature in black ink, appearing to read "David H. Fort", written over a horizontal line.

David H. Fort, President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAMPUS LODGE OF ATHENS, LTD.**

FILED
02 MAY 15 PM 1:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Campus Lodge of Athens, Ltd.
(Name of Limited Partnership)
2. 4422 SW 85th Way, Gainesville, Florida 32608
(Business address of Limited Partnership)
3. David H. Fort
(Name of Registered Agent for Service of Process)
4. 4422 SW 85th Way, Gainesville, Florida 32608
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 4422 SW 85th Way, Gainesville, Florida 32608
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2042.

8. Name of general partner(s):

Campus Lodge of Athens, Inc.

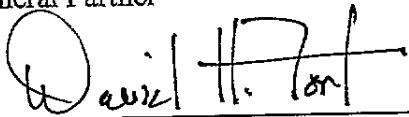
Specific address:

4422 SW 85th Way
Gainesville, Florida 32608

P6100016942

Signed this 4th day of May, 2002.

Campus Lodge of Athens, Inc.
General Partner

By: 
David H. Fort
Its: President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
CAMPUS LODGE OF ATHENS, LTD.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of Campus Lodge of Athens, Ltd., a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$2,000,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,000,000.00.

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.

Campus Lodge of Athens, Inc.
General Partner

By: 

David H. Fort

Its: President

Signed this 14th day of May, 2002.