

A95000000289

LOLA BOHN

ATTORNEY AT LAW

22 NORTH GORRISON STREET

TALLAHASSEE, FLORIDA 32309

MEMBER OF
FLORIDA NEW YORK
AND CALIFORNIA BARR

TELEPHONE (305) 538-6710
FACSIMILE (305) 538-6905

February 13, 1995

Secretary of State, State of Florida
Division of Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

100001407924
-02/16/95--01062--001
****140.00 ****140.00

Re: STIRLING HAMPTON ASSOCIATES, LTD.
Certificate of Limited Partnership

Dear Sir or Madam:

Please find herewith enclosed the Certificate of Limited Partnership of STIRLING HAMPTON ASSOCIATES, LTD., accompanied by the Acceptance of Registered Agent. Also is enclosed is my trust account check in the amount of \$140.00 to cover the following costs:

1. Filing fee for the Certificate of \$52.20;
2. Acceptance of Registered Agent fee of \$5.00; and
3. Fee for Certified copy in the amount of \$52.50.

If you have any questions pertaining to the enclosed or should you require anything further, please do not hesitate to contact my office at 305 538-6710. Thank you.

Sincerely,

Lola Bohn

(305) 538-6710 Lola Bohn, Esquire

Name	Alair/95
Availability	cks
Document	
Examiner	LB/map
Comments	enclosures
hampton/seedstate.11'	
no. of copies	000

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TC
\$1,000.00

LOLA BOHN

ATTORNEY AT LAW

11 NORTH MIAMI AVENUE

MIAMI BEACH, FLORIDA 33139

MEMBER OF
FLORIDA, NEW YORK
AND CALIFORNIA BARS

TELEPHONE (305) 538-6710
FACSIMILE (305) 538-6908

February 27, 1995

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Stirling Hampton Associates, Ltd.

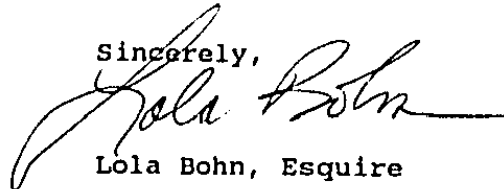
Dear Mr. Cushing:

Enclosed please find the Certificate of Limited Partnership for Stirling Hampton Associates, Ltd., corrected to reflect the duration of the partnership. Further, I have enclosed a copy of the 1995 Annual Report for Stirling Hospitality, Inc., which should already be filed with your office.

I believe with the correction made to the agreement and the proof of current registration of the general partner, I have met all your requirements for filing under your letter of February 21, 1995. I would appreciate it if this document would be filed as quickly as possible and a certified true copy returned to me.

If you should have any questions or comments, please do not hesitate to contact me.

Sincerely,



Lola Bohn, Esquire

LB/map

enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1995

LOLA BOHN, ESQUIRE
77 NORTH HIBISCUS DRIVE
MIAMI BEACH, FL 33139

SUBJECT: STIRLING HAMPTON ASSOCIATES, LTD.
Ref. Number: W95000003929

We have received your document for STIRLING HAMPTON ASSOCIATES, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 795A00007758

AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
STIRLING HAMPTON ASSOCIATES, LTD.

This Limited Partnership Agreement made this 27th day of February, 1995, between Stirling Hospitality, Inc., ("General Partner") and LOLA THOMAS, ("Initial Limited Partner")

W I T N E S S E T H

Article I - FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under §620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below.

ARTICLE II - NAME, PRINCIPAL OFFICE, AND
MAILING ADDRESS

The business of the partnership shall be conducted under the name of STIRLING HAMPTON ASSOCIATES, LTD. The registered agent for the partnership shall be Lola Thomas. The principal office and the address of the Partnership, the General Partner and the Registered Agent for service of process shall be 77 North Hibiscus Drive, Miami Beach, Florida 33139.

The mailing address is 77 North Hibiscus Drive, Miami Beach, Florida 33139.

ARTICLE III - PURPOSES

1. The purposes of the Partnership are (i) to acquire the Property on which to build a Hampton Inn and Suites, (ii) to construct, operate, manage and supervise the Hampton Inn and Suites, (iii) to engage in such other activities as may be necessary or advisable in connection with the promotion or conduct of business of the Partnership and (iv) to acquire additional property to construct, operate, manage and supervise the development of an additional hotel and to engage in such other activities as may be necessary or advisable in connection with the promotion or conduct of such additional partnership property.

2. To purchase, lease, or otherwise acquire, sell, sublease or otherwise dispose of properties of every kind and nature, to operate a business in or expand any properties

acquired, to manage businesses located on properties not owned by the Partnership, and generally to engage in the business of dealing in investment properties.

3. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property including franchises, patents, copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.

4. To contract debts and borrow money, issue, sell, or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of Partnership property, or other instruments to secure the payment of Partnership indebtedness.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.

6. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.

7. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.

8. To exercise all the powers of like partnerships confirmed by the law of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

ARTICLE IV -NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER

P94000024925
The name and address of the General Partner is STIRLING HOSPITALITY, INC., 77 North Hibiscus Drive, Miami Beach, Florida. Its initial contribution is \$100.00

ARTICLE IV -NAME, ADDRESS, AND CONTRIBUTION OF INITIAL LIMITED PARTNER

The name and address of the Initial Limited Partner is LOLA THOMAS, 77 North Hibiscus Drive, Miami Beach, Florida. Her initial contribution is \$1,000.00.

ARTICLE V -DURATION

This partnership shall terminate on January 1, 2025, if not previously dissolved by the actions of the partners.

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 27th day of February, 1995.

STIRLING HOSPITALITY, INC

By

Lola Thomas
Lola Thomas
President

(GENERAL PARTNER)

STATE OF FLORIDA
COUNTY OF DADE

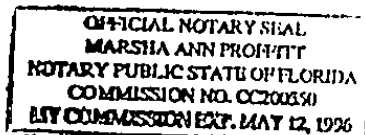
The foregoing instrument was acknowledged before me this 27th day of February by Lola Thomas, President of STIRLING HOSPITALITY INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

She has acknowledged to me that STIRLING HOSPITALITY INC. is the General Partner of STIRLING HAMPTON ASSOCIATES, LTD. and that she has executed the foregoing Certificate of Limited Partnership on behalf of STIRLING HOSPITALITY, INC. for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 27th day of February, 1995.

Marsha Ann Proffitt
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



By

Lola Thomas
Lola Thomas

(LIMITED PARTNER)

STATE OF FLORIDA
COUNTY OF DADE

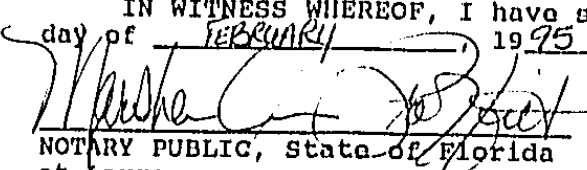
The foregoing instrument was acknowledged before me this 27th day of February by Lola Thomas. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

She has acknowledged to me that she is the Initial Limited Partner of STIRLING HAMPTON ASSOCIATES, LTD. and that she has executed the foregoing Certificate of Limited Partnership for the purposes therein set forth.

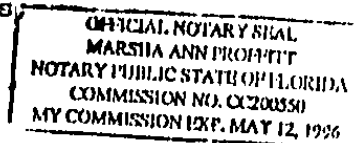
IN WITNESS WHEREOF, I have set my hand and seal this 27th day of February, 1995.

BEFORE ME, the undersigned authority, personally appeared Lola Thomas known to me to be the person named as Initial Limited Partner and who executed the foregoing Certificate of Limited Partnership and she acknowledged before me that she executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 27th day of FEBRUARY, 1995.


NOTARY PUBLIC, State of Florida
at Large

My Commission expires:



Hampton\Partner\LTD-PART.AGR

A95000000289

LOLA BOHN

ATTORNEY AT LAW

77 NORTH HINICUS DRIVE
MIAMI BEACH, FLORIDA 33139

MEMBER OF
FLORIDA, NEW YORK
AND CALIFORNIA BARS

TELEPHONE (305) 538-8710
FACSIMILE (305) 538-8808

April 25, 1995

Florida Department of State
Division of Corporations
Limited Partnership Section
Post Office Box 6327
Tallahassee, Florida 32314

FILED 1-157-157
04/28/95 - 04/28/95
****105.00 ****105.00

Re: Stirling Hampton Associates, Ltd.

Dear Madame or Sir:

A95000000289

Enclosed please find the Amendment to the Certificate of Limited Partnership for Stirling Hampton Associates, Ltd., accompanied by my trust account check in the amount of \$105.00 to cover the filing fee of \$52.50 and the \$52.50 cost of a certified copy corrected to reflect the duration of the partnership.

If you should have any questions or comments, please do not hesitate to contact me. Thank you.

Sincerely,

Lola Bohn

Lola Bohn, Esquire

LB/map

enclosures

CC

5/3/95a

FILED
1995 APR 28 PM 1:53
TALLAHASSEE, FLORIDA

AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
STIRLING HAMPTON ASSOCIATES, LTD.

This Amendment to Certificate of Limited Partnership Agreement of STIRLING HAMPTON ASSOCIATES, LTD., originally filed on March 21, 1995, is made this 25th day of April, 1995, between Stirling Hospitality, Inc., ("General Partner") and LOLA THOMAS, ("Initial Limited Partner")

FILED
1995 APR 28 PM 1:58
TALLAHASSEE, FLORIDA

W I T N E S S E T H I

ARTICLE II is amended to read as follows:

ARTICLE II - NAME, PRINCIPAL OFFICE, AND
MAILING ADDRESS

The business of the partnership shall be conducted under the name of STIRLING HOTEL ASSOCIATES, LTD. The registered agent for the partnership shall be Lola Thomas. The principal office and the address of the Partnership, the General Partner and the Registered Agent for service of process shall be 77 North Hibiscus Drive, Miami Beach, Florida 33139.

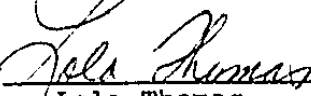
The mailing address is 77 North Hibiscus Drive, Miami Beach, Florida 33139.

In all other respects, the original Certificate shall remain unchanged in full force and effect.

IN WITNESS WHEREOF, we, and each of us, have signed this Amendment this 25th day of April, 1995.

STIRLING HOSPITALITY, INC

By


Lola Thomas
President

(GENERAL PARTNER)

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

1. LIMITED PARTNER FIRM OR
ADDITIONAL FIRM POINT
1996



2. DIVISION OF CORPORATIONS
SECRETARY OF STATE
Tallahassee, Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 10 AM 9:44

1. DOCUMENT #
A95000000289

STIRLING HOTEL ASSOCIATES, LTD.

77 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

77 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

3. FILING DATE
03/01/1995

3n. FILING DATE

4. FILING DATE
FL

5n. FILING FEE
\$1,000.00

5b. FILING FEE
1,550,000.00

6. FILING FEE
65-0597683

7. FILING FEE
\$10.75 Additional Fee Required
\$5.00 for a Certificate of Status

8. FEES: 1. Filing Fee. Computed at a rate of \$2 per \$1,000 of amount entered in Step 5a of this form, with a minimum filing fee of \$50.00 and a maximum of \$437.50.
2. Supplemental Fee. \$300.75 pursuant to section 607.309, F.S.
3. Filing Fee. \$10.75 pursuant to section 607.309, F.S.
4. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
5. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
6. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
7. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
8. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
9. Filing Fee. \$5.00 pursuant to section 607.309, F.S.
10. Filing Fee. \$5.00 pursuant to section 607.309, F.S.

9. Name and Address of Current Registered Agent

THOMAS, LOLA
77 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

10. Registered Agent's Signature

10a. This agent is the person or firm who is authorized to receive service of process on behalf of the corporation or other business entity. The agent's name and address must be printed on this form. If the agent is a corporation or other business entity, the name and address of the person or firm who is authorized to receive service of process on behalf of the agent must be printed on this form. If the agent is a corporation or other business entity, the name and address of the person or firm who is authorized to receive service of process on behalf of the agent must be printed on this form.

11. General Partner Information

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner	11a. Address of Each General Partner	11b. City, State & Zip Code	11c. Registered Agent's Name
STIRLING HOSPITALITY, INC.	77 NORTH HIBISCUS DRI	MIAMI BEACH FL 33139	P94000024925

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. This form is to be filed with the Secretary of State. It is the responsibility of the filer to ensure that the information provided is accurate and complete. The filer is responsible for the accuracy and completeness of the information provided.

Signed: *Lola Thomas*
LOLA THOMAS, President
of Stirling Hospitality, Inc.
Date: 4/3/96
Telephone: 305 538-6710

A950000000289

4/09/96 CORPORATE DETAIL RECORD SCREEN 4:13 PM
NUM: A950000000289 STATE ACTIVE/EL LP FID: 03/01/1995
LAST: NAME CHANGE AMENDMENT FID: 04/28/1995
ACT CONT: 1,000.00
NAME : STERLING HOTEL ASSOCIATES, LTD.
NH: 1
PRINCIPAL: 77 NORTH HIBISCUS DRIVE
ADDRESS MIAMI BEACH, FL 33139
RA NAME : THOMAS, LOLA
RA ADDR : 77 NORTH HIBISCUS DRIVE
MIAMI BEACH, FL 33139 US
ANN REP : * NONE FILED *

300001778899
-04/12/96--01089--008
***1750.00 ***1750.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 AM 9:17

1. MENU, 3. PARTNERS, 4. EVENTS, 6. NAMES

ENTER SELECTION AND CR:

Name Availability	A950000000289
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of STIRLING HOTEL ASSOCIATES, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 1,550,000.00.

This 3rd day of April, 1996.

FURTHER AFFIANT SAYETH NOT

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

STIRLING HOSPITAL, INC.
General Partner

Lola Thomas
By its President, Lola Thomas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 AM 9:17