

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

A95000000701



ACCOUNT NO. : 072100000032

REFERENCE : 591160 4133A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 201.25

200001475882

ORDER DATE : May 4, 1995

ORDER TIME : 10:44 AM

ORDER NO. : 591160

CUSTOMER NO: 4133A

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

RUSH LABEL REQUEST

DOMESTIC FILING

...FILE 2ND...

... RUSH - WILL WAIT ...

NAME: WORCESTER HOSPITALITY  
ASSOCIATES LIMITED PARTNERSHIP

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPIES  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

5/4/95  
B/L

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -4 AM 11:48

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the Sole General Partner of WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP

2. The office and principal place of business for the Partnership currently is:

c/o Servico, Inc.  
1601 Belvedere Road  
West Palm Beach, Florida 33406

3. The name and address of the agent for service of process on the Partnership is:

David Buddemeyer  
c/o Servico, Inc.  
1601 Belvedere Road  
West Palm Beach, Florida 33406

4. The name and address of the sole General Partner of the Partnership is:

Worcester Hospitality Company, Inc.  
767 Third Avenue  
35th Floor  
New York, New York 10017

F9500002191

5. The mailing address of the Partnership is:

c/o Servico, Inc.  
1601 Belvedere Road  
West Palm Beach, Florida 33406

6. The latest date upon which the Partnership shall dissolve is December 31, 2025.

95 MAR -14 11:11 AM  
DIVISION OF CORPORATE  
SECRETARIES  
FILED  
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as Sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April 24, 1995

WORCESTER HOSPITALITY COMPANY,  
INC., a New York corporation  
as General Partner

By: *[Signature]*  
David A. Perry - Secret

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
95 APR 24 AM 11:49

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

David Buddemeyer hereby accepts his appointment as registered agent for WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April 24, 1995

*[Signature]*  
David Buddemeyer

7

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF NEW YORK     )  
                                  ) SS:  
COUNTY OF NEW YORK    )

BEFORE ME, the undersigned authority, personally appeared David A. Persing, as General Partner of WORCESTER HOSPITALITY COMPANY, INC., a New York corporation, as General Partner of WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

WORCESTER HOSPITALITY COMPANY,  
INC, a New York corporation,  
as General Partner

By: David A. Persing  
General Partner

The foregoing instrument was acknowledged before me this 24 day of April, 1995 by David A. Persing, as General Partner of WORCESTER HOSPITALITY COMPANY, INC., a New York corporation, as General Partner of WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Susan C. Lyons  
Print or Stamp Name:  
Notary Public, State of NEW YORK at Large  
Commission No.:  
My Commission Expires:

1-W-0010671001-WORCESTER, C.F.P.

SUSAN C. LYONS  
Notary Public, State of New York  
No. 31-4947378  
Qualified in Kings County  
Certificate On File in New York County  
Commission Expires February 21, 10 27

1200 BAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0301 FAX

800-342-8086



A95000000701

ACCOUNT NO. : 072100000032

REFERENCE : 623075 4133A

AUTHORIZATION :

COST LIMIT : \* PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 21 PM 3:08

ORDER DATE : June 21, 1995

ORDER TIME : 12:30 PM

ORDER NO. : 623075

CUSTOMER NO: 4133A

CUSTOMER: Maritza Villar, Legal  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

G. TAX  
FILING 1750.10  
R. AGENT FEE  
G. COPY 52.50  
TOTAL 1802.50  
N. BANK  
BALANCE DUE 1802.50  
100001522051  
-06/23/95--01072--006  
\*\*\*1802.50 \*\*\*1802.50

DOMESTIC AMENDMENT FILING

NAME: WORCHESTER HOSPITALITY  
ASSOCIATES LIMITED PARTNERSHIP

G. TAX  
FILING 1750.10  
R. AGENT FEE  
G. COPY 52.50  
TOTAL 1802.50  
N. BANK  
BALANCE DUE  
FFIND

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:         

6/21/95

13K

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF  
WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF Dade       )

FILED STATE  
SECRETARY OF CORPORATIONS  
95 JUN 21 PM 3:59

Pursuant to Section 620.112 of the Florida Revised Uniform Limited Partnership Act, the undersigned, as sole General Partner of WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), who upon being duly sworn, deposes and says:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$7,387,500.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in number 1 above.

DATED: June 9, 1995

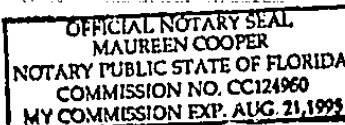
SERVICO WORCESTER, INC., as General Partner

By: David Buddemeyer  
Name: David Buddemeyer  
Title: President

The foregoing instrument was acknowledged before me this 9th day of June, 1995, by David Buddemeyer, as President of Servico Worcester, Inc., a Florida corporation, as sole General Partner of WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Maureen Cooper  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:

I:\W-CO\10673\043\AMENDWOR.CLP



1204 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-0171

800-342-8086



**A95000000701**

ACCOUNT NO. : 0721000000032

REFERENCE : 623875 4133A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 21, 1995  
ORDER TIME : 12:30 PM  
ORDER NO. : 623875  
CUSTOMER NO: 4133A  
CUSTOMER: Maritza Villar, LBSA Asst.  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

C. I.A. ....  
FILING 52.50  
R. AGENT FEE  
C. COPY 52.50  
TOTAL 105.00  
N. BANK  
BALANCE DUE

*hjr*  
*6/21/95*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 21 PM 2:55

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 21 PM 1:12 95 JUN 21 PM 2:55

DOMESTIC AMENDMENT FILING

NAME: WORCHESTER HOSPITALITY  
ASSOCIATES LIMITED PARTNERSHIP

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

*6/21/95*  
*hjr*

30000150049  
-05/23/95--01072--005  
\*\*\*\*105.00 \*\*\*\*105.00

AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF

WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 JUN 21 PM 2:55

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of Worcester Hospitality Associates Limited Partnership, a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed on May 4, 1995 with the Department of State, State of Florida, hereby submits the following Amendment to the Certificate of Limited Partnership:

1. The name of the Limited Partnership is:

WORCESTER HOSPITALITY ASSOCIATES LIMITED PARTNERSHIP

2. The original Certificate of Limited Partnership of the Partnership was filed with the Department of State, State of Florida on May 4, 1995.

3. Paragraph 4 of the Certificate of Limited Partnership is deleted and the following substituted in its stead:

4. The name and address of the sole General Partner of the Partnership is:

Servico Worcester, Inc.  
1601 Belvedere Road  
West Palm Beach, Florida 33406

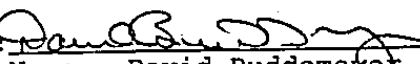
895000631880

IN WITNESS WHEREOF, the undersigned has signed this Amendment to Certificate of Limited Partnership as the sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: June 9, 1995

SERVICO WORCESTER, INC., as  
General Partner

By:

  
Name: David Buddemeyer  
Title: President



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Tallahassee  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 AM 10:21

WLC  
1/3

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000000701

WORCESTER HOSPITALITY ASSOCIATES LIMITED  
PARTNERSHIP

Mailing Address

C/O SERVO, INC.  
1001 BELVEDERE ROAD  
WEST PALM BEACH FL 33400

Principal Office Address

C/O SERVO, INC.  
1001 BELVEDERE ROAD  
WEST PALM BEACH FL 33400

If above addresses are incorrect in any way, file through the nearest information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in  
FLORIDA  
05/04/1995

3a. Date of Last Report

4. State or Country of Formation  
FL

5a. Capital Contributions as Shown  
on Record  
\$7,387,500.00

5b. Amount of Capital Contributions in  
FLORIDA to date  
\$7,387,500.00

6. FEI Number  
13-3828866

Applied For  
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED  
\$175 Additional Fee required  
for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.  
2) Supplemental Fee. \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

BUDEMMEYER, DAVID  
C/O SERVO, INC.  
1001 BELVEDERE ROAD  
WEST PALM BEACH FL 33400

10. If changed, new Registered Agent/Office

Name  
Street Address (P.O. Box Number is Not Acceptable)  
Suite, Apt. #, etc.  
City  
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership, organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such statement was authorized by its general partner(s) thereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

SERVO WORCESTER, INC.

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

1601 BELVEDERE ROAD

11b. City, State & Zip Code

WEST PALM BEACH FL 33

11c. Registration/  
Document Number

P95000031880

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in section 619.07(1)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with section 619.07(1)(b), Florida Statutes, in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as that made under oath. I further certify that I am a general partner of the limited partnership, member of trustee, empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

12/4/95

Typed or Printed Name of General Partner Signing For

PHILLIP HALE, TREASURER

Telephone Number

407-689-9970