_____ of _____

CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-8870
Mailing Address: Post Office Box ..., Tallahassee, FL ...
TOLL FREE NO. ...-...-...
FAX (904) 222-1222

A95000001355

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority _____ One Day Service   Regular _____ Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
✓ Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies	900001584529 -09/14/95--01028--006	
Courier Service	****140.00	****140.00
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 PM 2:06

TAX	
FILING	52.50
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	140.00
N. BANK	
BALANCE DUE	
REFUND	

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN
Will Pick Up 9-12 1200

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 PM 2:06

CERTIFICATE OF LIMITED PARTNERSHIP

OF

AMERICAN VALLEY-PANAMA CITY, LTD.

1. American Valley-Panama City, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 3575 Macon Road, Suite 12, Columbus, Georgia 31907
(The Business Address of Limited Partnership)

3. John P. Daniel
(Name of Registered Agent for Service of Process)

4. 3 West Garden Street, Suite 700, Pensacola, Florida 32501
(Florida Street Address for Registered Agent)

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

6. 3575 Macon Road, Suite 12, Columbus, Georgia 31907
(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is 12/31/2045.

8.

NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
Steven Y. Davidson	3575 Macon Road, Suite 12 Columbus, Georgia 31907

Signed this 8th day of September, 1995.

Signature of all general partners:

Steven Y. Davidson

General Partner
STEVEN Y. DAVIDSON

AFFIDAVIT OF GENERAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 PM 2:06

BEFORE ME, the undersigned constituting all of the general partners of American Valley-Panama City, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is $ 10.00 .

The total amount contributed and anticipated to be contributed by the limited partners this time totals $ 10.00 .

This the 8th day of September, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER
STEVEN Y. DAVIDSON

A9500000l355

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 4/09/96                      CORPORATE DETAIL RECORD SCREEN                    10:45 AM
NUM: A95000001355 STAT ACTIVE/FL LP                 FD: 09/12/1995
ACT CONT: 10.00
NAME       :  AMERICAN VALLEY-PANAMA CITY, LTD.
PRINCIPAL  :  3575 MACON ROAD, SUITE 12
ADDRESS       COLUMBUS, GA 31907
RA NAME    :  DANIEL, JOHN P
RA ADDR    :  3 WEST GARDEN STREET, SUITE 200
              PENSACOLA, FL 32501 09
ANN REP    :  * NONE FILED *
```

000001799130
-04/29/96--01079--001
***2326.25 ***1750.00

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

FILED
96 APR 25 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Supplemental affidavit increasing contributions to $3,000,000.00

Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifyer	DCC
[illegible]ement	DCC
[illegible]ifyer	DCC

C. TAX
FILING 1,750.00
R[illegible] FEE
C[illegible]
T[illegible]
N[illegible]
BALANCE DUE
REFUND

Park Inn
INTERNATIONAL®

March 28, 1996

Supplemental affidavit of capital contributions
for a Florida Limited Partnership

The undersigned, constituting all of the general partners of AMERICAN VALLEY-PANAMA CITY, 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 $3,000,000.00.

This 28th day of March, 1996.

FURTHER AFFIANT SAYETH NOT.

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

FILED
96 APR 25 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

General Partners

11004 Front Beach Road, Panama City Beach, FL 32407 • (904) 234-7334

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

LIMITED PARTNERSHIP ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 APR 25 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

AMERICAN VALLEY-PANAMA CITY, LTD.

1a. DOCUMENT # A95000001355

2. New Mailing Address if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address
3575 MACON ROAD, SUITE 12
COLUMBUS GA 31907

Principal Office Address
3575 MACON ROAD, SUITE 12
COLUMBUS GA 31907

200001799122
-01/29/96--01079--001
2a. New Principal Office ***2326.25 ****576.25

Suite, Apt. #, etc.

City, State & Zip

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

3. Date Formed or Registered to Do Business in FLORIDA: 09/12/1995

3a. Date of Last Report

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $10.00

5b. Amount of Capital Contributions in FLORIDA to date: 3,000,000

6. FEI Number: 58-2193778

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED — $8.75 Additional Fee required for a Certificate of Status [X]

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 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($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

DANIEL, JOHN P
3 WEST GARDEN STREET, SUITE 700
PENSACOLA FL 32501

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 620.192, 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 change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

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

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
DAVIDSON, STEVEN Y	3575 MACON ROAD, SUIT	COLUMBUS GA 31907	

96 ar dec (576.25)

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 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) 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 effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE _____ DATE March 28, 1996

Typed or Printed Name of General Partner Signing Form: Steven Y. Davidson Telephone Number: (706) 568-0926

CR2E003 (11/95)

0003610