

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171

A 95000001841



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PORTHOLE HALL
LEGAL & FINANCIAL SERVICES

FILED STATE
SECRETARY OF CORPORATIONS
95 DEC -7 AM 11:16

ACCOUNT NO. : 072100000032

REFERENCE : 753503 5315A

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 105.00

ORDER DATE : December 4, 1995

ORDER TIME : 3:26 PM

ORDER NO. : 753503

400001655934

CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: BVIF PARTNERS, LTD.

RECEIVED
95 DEC -7 AM 9:32
DIVISION OF CORPORATIONS
Full 3rd

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

12/7/95

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: *PH*

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
BVIF PARTNERS, LTD.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 11:16**

The undersigned, hereby signs this Certificate of Amendment to Certificate of Limited Partnership for the purpose of amending certain information appearing in the Certificate of Limited Partnership filed on November 29, 1995, on behalf of BVIF Partners, Ltd, a Florida limited partnership (the "Partnership"). This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.109, Florida Statutes. The amendments to the Certificate of Limited Partnership being effected hereby are as follows:

1. The name of the Partnership is changed from BVIF Partners, Ltd. to Hotel Venture Partners, Ltd.
2. BV Partners Corp. hereby withdraws as the General Partner of the Partnership and the name and business address of the new General Partner admitted to the Partnership are as follows:

Hotel Venture, L.C.
101 E. Kennedy Blvd.
Suite 3925
Tampa, FL 33602

L95000006978

3. Except as noted above the information currently listed on the Partnership's Certificate of Limited Partnership is unchanged.

DATED this 4th day of December, 1995.

BV PARTNERS CORP.

By: Michael H. Frost
Michael H. Frost, Incorporator

HOTEL VENTURE, L.C.

By: Michael H. Frost
Michael H. Frost, Manager

"GENERAL PARTNER"

1201 HAYS STREET
TALLAHASSEE, FL 32301

8011 343-8086

A9500001841



DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 NOV 29 AM 10:13

ACCOUNT NO. : 072100000032
REFERENCE : 747810 5315A
AUTHORIZATION :
COST LIMIT : 0 PPD

ORDER DATE : November 29, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 747810

600001654076
-12/06/95--01037--008
***1750.00 ***1750.00

CUSTOMER NO: 5315A

600001654076
-12/06/95--01037--009
*****35.00 *****35.00

CUSTOMER: Nelson T. Castellano, Esq
TRENAM KENKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

#2

Please file second

DOMESTIC FILING

| | | | |
|-------|---------------------|--------------|-----------|
| NAME: | BVIF PARTNERS, LTD. | S. TAX | 6.75 |
| | | FILING | 1750.00 |
| | | R. AGENT FEE | 25.00 |
| | | C. COPY | 51.25 |
| | | TOTAL | \$1846.25 |
| | | N. BANK | |
| | | BALANCE DUE | |
| | | REFUND | |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 NOV 29 AM 10:13

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: PK

900001654079
-12/06/95--01037--010
*****61.25 *****61.25

BVIF PARTNERS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be BVIF Partners, Ltd.
2. Office and Mailing Address of the Partnership. The address of the office of the Partnership and the mailing address of the Partnership shall be 101 E. Kennedy Blvd., Suite 3925, Tampa, FL 33602.
3. Agent for Service of Process. The name and address of the agent for service of process of the Partnership are as follows:

Michael H. Frost
101 E. Kennedy Blvd.
Suite 3925
Tampa, FL 33602

4. Name and Business Address of General Partner. The name and business address of the General Partner are as follows:

BV Partners Corp.
101 E. Kennedy Blvd.
Suite 3925
Tampa, FL 33602

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2060.

DATED this 28 day of November, 1995.

BV PARTNERS CORP.

By: Michael H. Frost
Michael H. Frost, Incorporator

"GENERAL PARTNER"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 29 AM 10:13

995000090917

BVIF PARTNERS, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Michael H. Frost, as Incorporator of BV Partners Corp., the general partner of BVIF Partners, Ltd., a Florida limited partnership, does hereby certify:

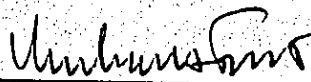
1. The amount of capital contributions to date of the limited partners is \$0.
2. The estimated value of anticipated additional capital contributions of the limited partners is \$ 1,600,000.

Signed this 28 day of November, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and to the best of my knowledge and belief, the contents thereof and the facts stated herein are true and correct.

BV PARTNERS CORP., GENERAL PARTNER

By: 
Michael H. Frost, Incorporator

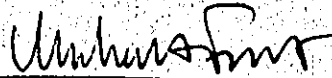
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 29 AM 10:13

BVIF PARTNERS, LTD.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Michael H. Frost, having been named as registered agent to accept service of process for the above-named Limited Partnership, at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity.

DATED this 28 of November, 1995.



Michael H. Frost

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 29 AM 10:13

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
Sandra Norham,
Secretary of State
DIVISION OF CORPORATIONS

FILED
 95 DEC 26 AM 9:5
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: **Hotel Venture Partners, Ltd.**
 1a. DOCUMENT # **A95000001841**

Mailing Address: **101 E. Kennedy Blvd. Suite 3925 Tampa, FL 33602**
 Principal Office Address: **"same"**

2. New Mailing Address, if Applicable: Suite, Apt. #, etc. City, State & Zip
 2a. New Principal Office Address, if Applicable: Suite, Apt. #, etc. City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA: **11/29/95**
 3a. Date of Last Report: **N/A**
 4. State or Country of Formation: **FL**

5a. Capital Contributions as Shown: **1,600,000**
 5b. Amount of Capital Contributions in FLORIDA: **1,600,000**
 6. FEI Number: Applied For / Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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 \$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:
Michael H. Frost
101 E. Kennedy Blvd.
Suite 3925
Tampa, FL 33602

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 |
|-----------------------------------|---|-----------------------------|--|
| Hotel Venture, L.C. | 101 E. Kennedy Blvd. Suite 3925 | Tampa, FL 33602 | L95000000938 |
| | | | 900001679619 -01/05/96--01020--001 ****576.25 ****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)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) 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 By: **Michael H. Frost, President** *Michael H. Frost* DATE: **12/19/95**
 Telephone Number: **(813) 221-7525**

CR2E003 (6/95)