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FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

25 MAY 23 PM 4:21

May 15, 1996

Florida Department of State  
Ms. Sandra B. Mortham  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

SEARCHED 1825513  
-05/16/96--01170-025  
\*\*\*\*140.00 \*\*\*\*140.00

*RE: American Premier Lodging, Ltd. - Formation of Florida Limited Partnership*

Dear Ms. Mortham:

Enclosed you will find a check in the amount of \$140.00 to cover the cost of the following:

Fee to File both the Certificate and Affidavit	\$52.50
Fee for Designation of a Registered Agent	\$35.00
Fee for Certified Copy of the Certificate	\$52.50

Also enclosed is an Agreement of Limited Partnership and a Certificate of Limited Partnership. Should you require any additional information please give me a call.

Sincerely,

*Linda J. Mobley*

Linda J. Mobley  
Administrative Assistant

A96-959

Name	OKS-BB
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledged	OK
W. P. Verified	OK

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

February 14, 1996

SUZANNE M. ORF  
PAPPAS METCALF & JENKS  
200 WEST FORSYTH STREET-SUITE 1400  
JACKSONVILLE, FL 32202-4327

11 MAY 23 1996  
COURT RECORDS  
SUSANNE M. ORF  
PAPPAS METCALF & JENKS  
200 WEST FORSYTH STREET-SUITE 1400  
JACKSONVILLE, FL 32202-4327

The name AMERICAN PREMIER LODGING, LTD. has been reserved for 120 days beginning February 14, 1996. The reservation number is R96000000795 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 696A00006502

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## AMERICAN PREMIER LODGING, LTD.

### CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986, Part I, Chapter 620, Florida Statutes (the "Act"), have entered into an Agreement of Limited Partnership and hereby certify as follows:

1. Name. The name of the limited partnership is as follows:

AMERICAN PREMIER LODGING, LTD.

2. Address. The principal place of business (and the address of the office at which the records prescribed by Section 620.106 of the Act shall be kept) and the mailing address for the limited partnership is as follows:

9250 Baymeadows Road, Suite 200  
Jacksonville, Florida 32256

3. Registered Agent. The name and address of (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the limited partnership is as follows:

Mary A. Toomey  
9250 Baymeadows Road, Suite 200  
Jacksonville, Florida 32256

4. General Partners. The name and business address of the general partner of the limited partnership is as follows:

Landcom Hospitality Management, Inc. *L 22915*  
9250 Baymeadows Road, Suite 200  
Jacksonville, Florida 32256

5. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2046.

6. Capital Contributions. The total capital contributions of the limited partners paid concurrently with formation of the limited partnership will amount to \$990.00.

WHEREFORE, this certificate has been executed by the general partner of the limited partnership in accordance with Section 620.114 of the Act on this 13th day of May, 1996.

LANDCOM HOSPITALITY MANAGEMENT, INC.  
A Florida Corporation

By:

Mary A. Toomey  
Mary A. Toomey  
Vice President

STATE OF FLORIDA )  
                      )  
                      ) SS.  
COUNTY OF DUVAL )

BEFORE ME, the undersigned authority, personally appeared Mary A. Toomey, as Vice President of Landcom Hospitality Management, Inc., a Florida corporation, who first being sworn said that she executed the foregoing instrument on behalf of such corporation. Mary A. Toomey is personally known to me.

SWORN TO before me this 13th day of May, 1996.

Linda J. Mobley  
Notary Public  
My Commission Expires:



LINDA J. MOBLEY  
MY COMMISSION # CC458130 EXPIRES  
JUN 28, 1999  
INSURED THRU TROY FAIN INSURANCE, INC.

FILED  
MAY 23, 1996  
4:21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

5 MAY 23 PM 4:21

AMERICAN PREMIER LODGING, LTD.

AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of AMERICAN PREMIER LODGING, LTD., a limited partnership to be formed under the Florida Revised Limited Uniform Limited Partners Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), after being duly sworn, hereby declares pursuant to Section 620.108 of the Act, as follows:

The total contributed and anticipated to be contributed by the limited partners at this time totals \$990.00

WHEREFORE, this affidavit has been executed and sworn to by the general partner of the limited partnership in accordance with Section 620.114 of the Act on this 22nd day of May, 1996.

LANDCOM HOSPITALITY MANAGEMENT, INC.  
A Florida Corporation

By:

*Mary A. Toomey*  
Mary A. Toomey  
Vice President

STATE OF FLORIDA )  
                      ) SS.  
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Mary A. Toomey, as Vice President of Landcom Hospitality Management, Inc., a Florida corporation, who first being sworn said that she executed the foregoing instrument on behalf of such corporation. Mary A. Toomey is personally known to me.

SWORN TO before me this 22nd day of May, 1996

*Linda J. Mobley*  
Notary Public  
My Commission Expires:



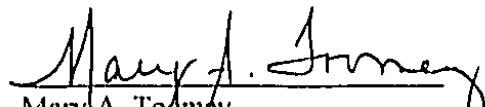
LINDA J. MOBLEY  
MY COMMISSION # CC458130 EXPIRES  
June 28, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

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AMERICAN PREMIER LODGING, LTD.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND AGENT FOR SERVICE OF PROCESS

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of American Premier Lodging, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

  
Mary A. Tommey  
9250 Baymeadows Road, Suite 200  
Jacksonville, Florida 32256

Dated: May 13, 1996

SECRETARY OF STATE  
REVISION OF CORPORATIONS  
25 MAY 23 PM 1:21