

A96000000959

May 15, 1996

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

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 23 PM 4:21

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-05/16/96--01120--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 Availability	KS-B
Document Examiner	KS
Updater	KS
Updater Verifier	KS
Acknowledged	KS
W. P. Verifier	KS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

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

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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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 4:21

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 1, 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

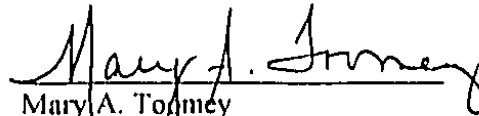
5. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2046.

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!udprnr2

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

Dated: May 13, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 23 PM 4:21