

A9700000891

PAULA G. DRUMMOND, P.A.
A Professional Corporation
for the Practice of Law

Paula G. Drummond
Attorney and Counsellor at Law

December 2, 1997

120 S. Alcaniz Street
Pensacola, Florida 32501
(904) 432-7555
Fax: (904) 434-6440

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Peabody Hotels, Ltd.
State number A97000000891

Division:

Enclosed for filing is a Second Supplemental Affidavit of Capital Contributions for Peabody Hotels, Ltd., plus a copy to file stamp and return to me along with the confirmation of your receipt and filing of the document. My check in the amount of \$857.50 to cover the filing fee is enclosed.

Thank you for your prompt attention to this matter.

Very truly yours,

Paula G. Drummond

Paula G. Drummond

PGD:cmq

A97-891

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Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	


SECOND
SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared DAVID A. BRANNEN, President of BRANNEN PROPERTIES OF PEABODY, INC., a Florida corporation, being one of the General Partners of PEABODY HOTELS, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. Peabody Hotels, Ltd., a Florida Limited Partnership, was formed on April 23, 1997 and assigned document number A97000000891.
2. The purpose of this Supplemental Affidavit of Capital Contributions is to increase the amount of anticipated limited partner capital contributions to the Partnership by One Hundred Twenty Two Thousand Five Hundred Dollars.
3. With this increase, the amount of capital contributions to the Partnership anticipated to be made by the limited partners is in the aggregate the sum of Three Million Four Hundred Ninety Seven Thousand Five Hundred Dollars (\$3,497,500).

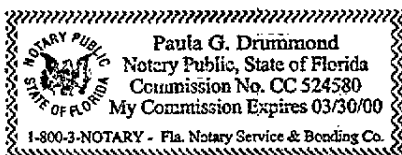
Under penalties of perjury, I, the undersigned, declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

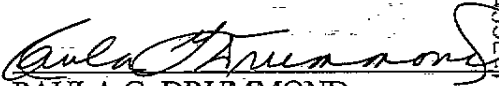
BRANNEN HOLDINGS OF PEABODY, INC.

By 
David A. Brannen, President
GENERAL PARTNER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 25th day of November, 1997 by David A. Brannen, in his capacity as President of Brannen Holdings of Peabody, Inc., on behalf of the corporation, who is personally known to me and known to hold the office stated.




PAULA G. DRUMMOND
Notary Public, State of Florida
My Commission #: CC524580
My Commission expires: March 30, 2000

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE