

10/20/97

A97000002262

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL05

CORPORATE NAME: RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (305)789-7799

MAILING NAME/ADDRESS: HOLLAND & KNIGHT OF MIAMI  
701 BRICKELL AVE.  
SUITE 3000  
MIAMI

FL 33131- US

CERTIFICATE(S) REQUESTED: YES

ESTIMATED CHARGES: \$1846.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT  
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND <CR>: H97000017400 7)))  
DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000017400 7)))

TO: DIVISION OF CORPORATIONS  
FROM: HOLLAND & KNIGHT OF MIAMI  
CONTACT: STEVEN H HAGEN  
PHONE: (305)374-8500

FAX #: (850)922-4000

ACCT#: 072203000603

FAX #: (305)789-7799

NAME: RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000017400

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$1,846.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

10/20/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:32 PM

((H97000017400 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HOLLAND & KNIGHT OF MIAMI

ACCT#: 072203000603

CONTACT: STEVEN H HAGEN

PHONE: (305)374-8500

FAX #: (305)789-7799

NAME: RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP

(MON) 10.20.97 15:53/ST. 15:52/NO. 42000000327 P 1

FROM

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

**I. Name**

The name of the limited partnership is:

**RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP.**

**II. Records of the Partnership**

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

701 Brickell Avenue  
Suite 2040  
Miami, Florida 33131

**III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office are as follows:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

**IV. General Partner**

The name and business address of the general partner of the partnership are as follows:

PADC Hospitality Corporation I  
701 Brickell Avenue, Suite 2040  
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:

J. Thomas Cookson, Esq.  
Fla. Bar No. 0994472  
Holland & Knight LLP  
701 Brickell Ave., #3000  
Miami, FL 33131  
(305) 374-8500 te.  
(305) 789-7799 fax.

FAX AUDIT NO.: H97000017400 7

FILED  
97 OCT 20 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

897-87440

### V. Mailing Address

The mailing address of the partnership is as follows:

701 Brickell Avenue, Suite 2040  
Miami, Florida 33131

## VI. Dissolution

The latest date on which the partnership is to dissolve is **December 31, 2097**.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on this 20 day of October, 1997.

PADC Hospitality Corporation I,  
as general partner

By:

Name: R. Donahue Peebles

**Title:** President

FILED  
97 OCT 20 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
6

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned constituting the general partner of RDP ROYAL PALM HOTEL LIMITED PARTNERSHIP, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$8,876,700.00.

Further affiant sayeth not.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents therein and that the facts stated herein are true and correct.

Dated this 20 day of October, 1997.

PADC Hospitality Corporation  
as general partner

By: 

Name: R. Donahue Peebles  
Title: President

FILED  
97 OCT 20 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

RDP ROYAL PALM LIMITED PARTNERSHIP with its place of business at 701 Brickell Ave., Suite 2040, Miami, Florida 33131 has named Intrastate Registered Agent Corporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as its agent to accept service of process within Florida.

PADC Hospitality Corporation  
as general partner

By: [Signature]  
Name: R. Donahue Peebles  
Title: President

FILED  
97 OCT 20 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 20 day of October, 1997.

Intrastate Registered Agent Corporation

By: [Signature]  
Name: Steven H. Hagen  
Title: Vice President

MIA4 554269