

A97000002623

MORRIS SILBERMAN, P. A.

ATTORNEY AT LAW  
SUITE 101, THOMPSON EXECUTIVE CENTER  
1230 MYRTLE AVENUE SOUTH  
CLEARWATER, FLORIDA 34616

MORRIS SILBERMAN

December 1, 1997

TELEPHONE  
(813) 461-4277  
FACSIMILE  
(813) 461-7678

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

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-12/03/97--01049--001  
\*\*\*1785.00 \*\*\*1785.00

Re: HRCF Bayside Hotel Limited

Dear Sir/Madam:

Enclosed, for filing, please find the Certificate of Limited Partnership, Acceptance of Designation of Registered Agent, and Affidavit of Capital Contributions as to the above limited partnership. Also enclosed is a check in the amount of \$1,785.00 for your filing fee and registered agent fee.

Please return the confirmation of this filing to the undersigned. If there are any questions please do not hesitate to contact us.

Very truly yours,

*Morris Silberman*

Morris Silberman  
(signed in his absence to avoid delay)

Name	12/4/97
Availability	dec
Document Examiner	DCC
Updater	MS/ar
Enclosures	
Verifier	cc: Rogers K : Haydon, Jr. (w/o enclosures)
Acknowledgement	DCC
W. P. Verifier	DCC

FILED  
DEC 3 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TC  
\$1,600,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
HRCF BAYSIDE HOTEL LIMITED**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is HRCF Bayside Hotel Limited.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Rogers K. Haydon, Jr., 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

4. **General Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

HR Bayside Hotel, Inc.  
15201 Roosevelt Blvd., Suite 112  
Clearwater, Florida 33760

Cutler Bayside Hotel, Inc.  
35388 U.S. Hwy. 19 North  
Palm Harbor, Florida 34684

~~FERRELL - JOHNSEN, INC.~~  
~~Johnsen-Ferrell, Inc.~~  
3379 West Vine Street, Suite 309  
Kissimmee, Florida 34741

5. **Address of Partnership.** The mailing address of the Limited Partnership is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

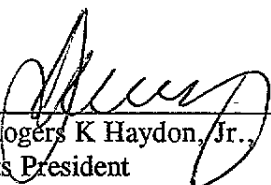
6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2026.

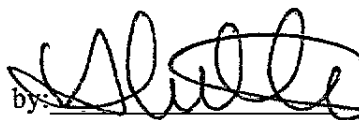
Dated: November 19, 1997  
Clearwater, Florida

HR Bayside Hotel, Inc.  
as General Partner

Cutler Bayside Hotel, Inc.  
as General Partner

~~FERRELL - JOHNSEN, INC.~~  
~~Johnsen-Ferrell, Inc.~~

by:   
Rogers K Haydon, Jr.,  
its President

by:   
Melvin S. Cutler,  
its President

by:   
RICHARD F FERRELL  
its President

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TALLAHASSEE, FLORIDA

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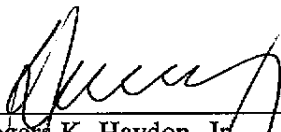
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for HRCF Bayside Hotel Limited, at the place designated in its Certificate of Limited Partnership, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 19 day of November, 1997.

  
\_\_\_\_\_  
Rogers K. Haydon, Jr.  
15201 Roosevelt Blvd., Suite 112,  
Clearwater, Florida 33760

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the General Partners of HRCF Bayside Hotel Limited, declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions is One Million Six Hundred Thousand Dollars (\$1,600,000.00).

2. No additional capital contributions from the limited partners are presently anticipated; however the limited partners may be required to make additional capital contributions in accordance with the terms of the Limited Partnership Agreement.

Dated: November 19, 1997  
Clearwater, Florida

HR Bayside Hotel, Inc.  
as General Partner

Cutler Bayside Hotel, Inc.  
as General Partner

FERRELL-JOHNSEN, INC.  
Johnsen-Ferrell, Inc.

by: [Signature]  
Rogers K Haydon, Jr.,  
its President

by: [Signature]  
Melvin S. Cutler,  
its President

by: [Signature]  
RICHARD C. FERRELL  
its President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of November, 1997, by Rogers K. Haydon, Jr., as President of HR Bayside Hotel, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

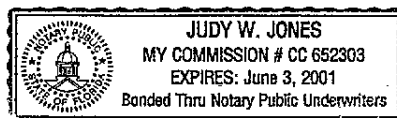
[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA

Stamp or print:

Notary name:

Commission Number:

Commission Expires:



FILED  
DEC - 3 PM 3:30  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of November, 1997, by Melvin S. Cutler, as President of Cutler Bayside Hotel, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

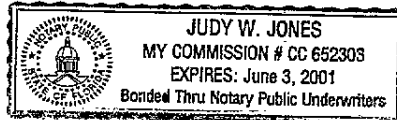
Judy W. Jones  
NOTARY PUBLIC-STATE OF FLORIDA

Stamp or print:

Notary name:

Commission Number:

Commission Expires:



STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of November, 1997, by RICHARD C. FERRELL as President of Johnson Ferrell, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

FERRELL-JOHNSON

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97 DEC 3 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Judy W. Jones  
NOTARY PUBLIC-STATE OF FLORIDA

Stamp or print:

Notary name:

Commission Number:

Commission Expires:

