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A PROFESSIONAL CORPORATION

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CHATTANOOGA
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JOHNSON CITY
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TINA L. BAILEY-BYRD
Direct Dial: (901) 577-2103

MISSISSIPPI

JACKSON

WASHINGTON, D.C.

December 30, 1997

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-12/31/97--01075--002
*****87.50 *****87.50

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Innkeepers at Sunrise, Ltd. and Developers at Sunrise, Ltd.
Certificates of Limited Partnership Filings


Dear Sir/Madam :

Enclosed for immediate filing is a Certificate of Limited Partnership for Developers at Sunrise, LTD and a Certificate of Limited Partnership for Innkeepers at Sunrise, LTD. I have also enclosed two (2) checks, each in the amount of \$87.50 for the filing fee.

Please file accordingly and send evidence of such filing to my attention in the enclosed self-addressed business reply envelope.

If you have any questions, please do not hesitate to contact me directly at (901) 577-2103.

Sincerely,


Tina L. Bailey-Byrd
Legal Assistant

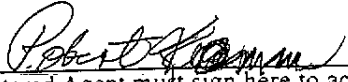
Name	11/19/98
Available	Dec
Doc	
EX	
Enclosures	
Update cc:	Roy Keathley, Esq. (w/enclosures)
Update	
Verifier	
Acknowledgment	DCC
MTBB 351964.1	
782490-001 12/30/97	
W. P. Verifier	DCC

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Tc
\$1000.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP

1. DEVELOPERS AT SUNRISE, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1000 Rideway Loop Road, Suite 230, Memphis, Tennessee 38120
(Business address of Limited Partnership)
3. Robert Kamm
(Name of Registered Agent for Service of Process)
4. c/o Sandestin Beach Hilton, 4000 Sandestin BLVD., South, Destin, Florida 32541
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1000 Ridgeway Loop Road, Suite 230, Memphis, Tennessee 38120
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 1997

8. Name(s) of general partner(s):

Street address:

Managers at Sunrise, Inc.

1000 Ridgeway Loop Road, Suite 230
Memphis, Tennessee 38120

P97000108183

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of December, 19 97

Signature of all general partners:

MANAGERS AT SUNRISE, INC.,
a Florida corporation,
Sole General Partner

BY: 

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
DEVELOPERS AT SUNRISE, LTD.

_____,
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000

The total amount contributed and anticipated to be contributed by the limited partners at _____ time
totals \$ 1,000

Signed this 30th day of December, 1997

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

MANAGERS AT SUNRISE, INC.,
a Florida corporation,
Sole General Partner

BY: Robert K. Mann

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