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CLEARWATER, FLORIDA 34615  
(813) 441-8966 FAX (813) 442-8470

December 31, 1997

IN REPLY REFER TO:

Tampa

VIA FEDERAL EXPRESS

Florida Department of State  
Division of corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002390103--3  
-01/05/98--01119--004  
\*\*\*1960.00 \*\*\*1960.00

Re: LARSON'S H.I. DOWNTOWN, INC.

Dear Sir/Madam:

Enclosed for filing please find the signed original Certificate of Limited Partnership, Acceptance of Designation of Registered Agent and Affidavit of the above-referenced company. Also enclosed is a check in the amount of \$1960.00 made payable to the "Secretary of State" for the required filing fee.

Should anything additional be required, please do not hesitate to contact the undersigned at the above referenced telephone or fax number.

Very truly yours,



Stephen L. Pankau

SLP/rmd  
Enclosures

Name	1/12/98
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED  
JAN -5 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TC  
\$250,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LARSON'S H.I. DOWNTOWN, LTD.

The undersigned hereby makes, acknowledges and files with the Secretary of State of the State of Florida this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. Name of the Partnership. The name of the partnership shall be LARSON'S H.I. DOWNTOWN, LTD. (the "Partnership").

2. Office and Agent. LARSON'S H.I. DOWNTOWN, INC., a Florida corporation, shall be the agent for service of process and its address and the address of the record office of the Partnership shall be 2009 W. Vine Street, Kissimmee, Florida 34741.

3. Names and Business Address for Each General Partner. The name and business address for the sole General Partner is as follows:

<u>Name</u>	<u>Address</u>
Larson's H.I. Downtown, Inc. P980000000549	2009 W. Vine Street Kissimmee, Florida 34741

4. Mailing Address. The mailing address for the Partnership shall be c/o Robert L. Larson, Larson's H.I. Downtown, Inc., 2009 W. Vine Street, Kissimmee, Florida 34741.

5. Term. The latest date upon which the Partnership is to dissolve shall be December 31, 2017.

IN WITNESS WHEREOF, LARSON'S H.I. DOWNTOWN, INC., as the sole General Partner, by and through STEPHEN L. PANKAU ESQ., its vice president, with full authority to execute all documents necessary for the formation of the Partnership, has sworn to and executed this Certificate on this 31st day of December, 1997.

LARSON'S H.I. DOWNTOWN, INC.,  
as Sole General Partner

By: Stephen L. Pankau  
Stephen L. Pankau  
Its: Vice President

FILED  
98 JAN -5 AM 9:33  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

AFFIDAVIT OF LARSON'S H.I. DOWNTOWN, LTD.

STATE OF FLORIDA                     )  
  )  
COUNTY OF HILLSBOROUGH)

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, LARSON'S H.I. DOWNTOWN, INC., a Florida corporation, as sole General Partner, through its duly authorized attorney-in-fact, being sworn, deposes and says as follows:

1. The undersigned is the sole General Partner of LARSON'S H.I. DOWNTOWN, LTD., a Florida limited partnership in the process of formation (the "Partnership").

2. The capital contribution of and the amount anticipated to be contributed by the limited partners of the Partnership is in excess of Two Hundred Fifty Thousand Dollars (\$250,000).

IN WITNESS WHEREOF, the undersigned as the sole General Partner, by and through its vice president, has hereunto sworn to and executed this Affidavit on the 30th day of December, 1997.

LARSON'S H.I. DOWNTOWN, INC.  
as Sole General Partner

By: Stephen L. Pankau  
Stephen L. Pankau  
As its: Vice President

The above Affidavit was sworn to and subscribed by Stephen L. Pankau as vice president of LARSON'S H.I. DOWNTOWN, INC., who is personally known to me, before the undersigned Notary Public this 31st day of December, 1997.



Carol J. Krake  
Signature of Notary Public  
State of Florida

Carol J. Krake  
Print, Type or Stamp Commissioned  
Name of Notary Public

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of LARSON'S H.I. DOWNTOWN, LTD. in its agreement of Limited Partnership, hereby accepts such designation and agrees to comply with the provisions of Chapter 620, Florida Statutes.

LARSON'S LODGES, INC.,  
as Sole General Partner

By: Stephen L. Pankau  
Stephen L. Pankau  
Its: Vice President

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98 JAN -5 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA