



THE UNITED STATES CORPORATION COMPANY

A9800000138

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 JAN 13 PM 2:31

ACCOUNT NO. : 072100000032

REFERENCE : 666654 4348632

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 1137.50

ORDER DATE : January 13, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 666654-010

CUSTOMER NO: 4348632

700002398487--8

CUSTOMER: Pattie M. Rimas, Legal Asst SMITH GAMBRELL & RUSSELL

Suite 3100 1230 Peachtree St., N.e. Atlanta, GA 30309-3592

DOMESTIC FILING

NAME: PLAN HOSPITALITY, LTD.

*****FILE SECOND*****

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

(8)

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1/13/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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January 14, 1998

STACY EARNEST
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PLAN HOSPITALITY, LTD.
Ref. Number: W98000000895

We have received your document for PLAN HOSPITALITY, LTD. and the authorization to debit your account in the amount of \$1137.50. However, the document has not been filed and is being returned for the following:

As discussed, this has the RA acceptance for PH PLANT CITY, INC. Please resubmit with the RA ACCEPTANCE for this partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00002052

Thanks
Buck!

RESUBMIT

Please give original
submission date as file date.

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98 JAN 14 AM 10:45
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PLAN HOSPITALITY, LTD.

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The undersigned, being the sole general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101 et seq.), does hereby certify the following:

1. The name of the limited partnership is Plan Hospitality, Ltd. (the "Partnership").
2. The business and mailing address of the Partnership is c/o Ehud Barkai, 638 Lindero Canyon Road, Suite 173, Agoura, California 91301.
3. The initial registered agent of the Partnership is Corporation Service Company.
4. The address of the registered agent and of the initial registered office of the Partnership in Florida is 1201 Hays Street, Tallahassee, Florida 32301.
5. The latest date upon which the Partnership is to dissolve is December 31, 2028.
6. The name and address of the sole general partner of the Partnership is:

Name:	Business Address:
PH Plant City, Inc., a Florida corporation	c/o Ehud Barkai 638 Lindero Canyon Rd., Ste. 173 Agoura, California 91301

Pg 8000 004112

7. (a) The Partnership's business and purpose shall be limited to and consist solely of the following:
 - (i) to own, operate and manage the real property referred to in Exhibit "A" attached hereto (the "Property") pursuant to and in accordance with the Partnership Agreement; and
 - (ii) to engage in such other lawful activities permitted to limited partnerships by the Act and the Partnership Agreement as are incidental, necessary or appropriate to the foregoing.
- (b) The Partnership shall at all times:
 - (i) maintain books and records and bank accounts separate from those of any other person or entity;

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(ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; and

(iv) observe all formalities necessary or appropriate to the separate existence of the Partnership.

(c) The Partnership shall not at any time commingle its assets or funds with those of any other person or entity.

(d) Notwithstanding any other provision of this Agreement, and notwithstanding any provision of law that otherwise so empowers the Partnership, the Partnership shall not, without the prior written consent of the holder of the documents evidencing and securing a first mortgage loan to the Partnership from AMRESKO Funding Corporation (hereinafter collectively referred to as the "Amresco Loan Documents), which encumbers the Property, for so long as the loan evidenced and secured by the Amresco Loan Documents remains outstanding, do any of the following:

(i) engage in any business or activity other than as set forth in Section 7 (a) above;

(ii) incur any indebtedness other than (A) the loan evidenced and secured by the Amresco Loan Documents, and (B) normal trade accounts payable in the ordinary course of the permitted business of the Partnership, and (C) such other indebtedness as may be permitted to be incurred by the Partnership under the terms of the loan evidenced and secured by the Amresco Loan Documents;

(iii) dissolve or liquidate, in whole or in part;

(iv) consolidate or merge with or into any other entity, or convey or transfer or lease all or substantially all of its property and assets to any person or entity;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Partnership or a substantial part of the assets of the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take action in furtherance thereof;


(vi) assume or guaranty any indebtedness of any other person or entity; or

(vii) amend this Agreement so as to modify in any material respect the imitations on the business and authority of the Partnership set forth in Section 7(a) above.

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

Signed this 12th day of January, 1998.

PH Plant City, Inc.

By: 
Rawson C. Gordon, Secretary

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Exhibit A

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Commencing at the SE corner of the SE 1/4 of the NE 1/4 of Section 20, Township 28 South, Range 22 East, Hillsborough County, Florida, run then N. 01°10'28" W. along the East boundary of the SE 1/4 of the NE 1/4 of Section 20, a distance of 489.54 feet; thence West, a distance of 30.00 feet to the West right-of-way of Shannon Avenue and the POINT OF BEGINNING; run thence S. 65°56'51" W., a distance of 343.77 feet; thence N. 24°03'09" W., a distance of 427.00 feet; thence N. 65°56'51" E., a distance of 145.00 feet; thence N. 24°03'09" W., a distance of 163.00 feet to the Southerly right-of-way of South Frontage Road; thence N. 65°56'51" E., a distance of 100.00 feet to the point of curvature of a curve concave to the Southeast, having a radius of 2829.49 feet; thence Northeasterly along the arc of said curve, a distance of 100.01 feet, through a central angle of 02°01'30", and a chord bearing N. 66°57'36" E., a distance of 100.00 feet; thence S. 24°03'09" E., a distance of 161.23; thence N. 65°56'51" E., a distance of 178.95 feet to the West right-of-way of Shannon Avenue; thence S. 01°10'28" E., a distance of 463.46 feet to the POINT OF BEGINNING.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF
PLAN HOSPITALITY, LTD.

The undersigned, being the sole general partner of Plan Hospitality, Ltd., a Florida limited partnership, hereby certifies as follows:

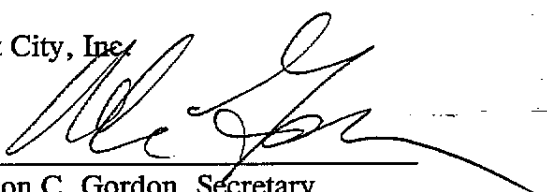
1. The amount of capital contributions to date of the limited partners is \$150,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$150,000.

FURTHER AFFIANT SAYETH NOT.

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

Signed this 12th day of January, 1998.

PH Plant City, Inc.

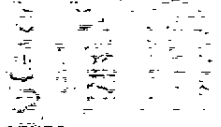
By: 
Rawson C. Gordon, Secretary

Sworn to and subscribed before me
this 12th day of January, 1998.

Patricia M. Rimas
Notary Public

My commission expires:
Notary Public, Cobb County, Georgia
My Commission Expires May 15, 2001

[NOTARIAL SEAL]



ACCEPTANCE OF REGISTERED AGENT

The undersigned, on behalf of Corporation Service Company, having been named registered agent of Plan Hospitality, Ltd. (the "Partnership") and to accept service of process for the Partnership at 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts the appointment as registered agent and agrees to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and am familiar with and accept the obligations of registered agent.

Corporation Service Company

By: Gail Shelby
Name: Gail Shelby
Title: Registered Agent

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