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MORRIS SILBERMAN, P.A.
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CLEARWATER, FLORIDA 33756

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 26 AM 10:14

MORRIS SILBERMAN

TELEPHONE
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March 23, 1998

VIA FEDERAL EXPRESS

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

800002476228--0
-04/02/98--01013--006
***1785.00 ***1785.00


Re: TH 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 this firm's 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

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

MS/ar
Enclosures

cc: Leslie A. Rubin (w/o enclosures)

"CORAFLLP"

C. TAX _____
FILING _____ 1750.00
R. AGENT FEE _____ 35.00
C. COPY _____
TOTAL _____ 1785.00
N. BANK _____
BALANCE DUE _____
REFUND _____

CERTIFICATE OF LIMITED PARTNERSHIP OF TH HOTEL LIMITED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 AM 10:15

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

HRCF, Inc. - 098-27971
a Florida corporation
15201 Roosevelt Blvd., Suite 112
Clearwater, Florida 33760

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, 2048.

Dated: March 23, 1998
Clearwater, Florida

HRCF, Inc.
as General Partner

by:


Rogers K. Haydon, Jr.,
its President

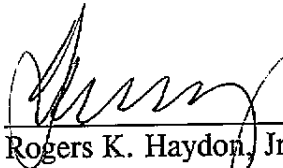
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

98 MAR 26 AM 10:15

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for TH 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 23 day of March, 1997.



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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

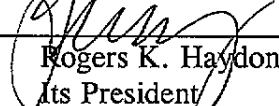
The undersigned, who are all the General Partners of TH HOTEL LIMITED, declare that the capital contributions of all of the Limited Partners in the Partnership are as follows: 98 MAR 26 AM 10:15

1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions, is One Million Seven Hundred Fifty Thousand One Hundred Dollars (\$1,750,100.00).

2. No additional capital contributions from the limited partners are presently anticipated.

Dated: March 23, 1998
Clearwater, Florida

HRCF, Inc., as General Partner

by: 
Rogers K. Haydon, Jr.,
Its President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of March, 1998, Rogers K. Haydon, Jr., as President of HRCF, Inc., General Partner of TH Hotel Limited, on behalf of whom this instrument was executed, and who is personally known to me or who has produced the following form of identification: _____ and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA

Stamp or print:

Notary name:

Commission Number:

Commission Expires:

