



THE UNITED STATES
CORPORATION
COMPANY

A98000000832

ACCOUNT NO. : 072100000032

REFERENCE : 761885 4350392

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 1793.75

ORDER DATE : March 30, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 761885-005

CUSTOMER NO: 4350392

CUSTOMER: Cecilia Palmer, Legal Asst
BUCHALTER NEMER FIELDS &
YOUNGER
Sanwa Bank Plaza, Suite 2400
601 S. Figueroa Street
Los Angeles, CA 90017-5704

000002473550--8

DOMESTIC FILING

NAME: HOSPITALITY ASSOCIATES OF
FT. MYERS, LP

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
XX ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY
XX ____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 4:06

File 2
4
98 MAR 31 PM 4:07 RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 11:21
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1998

LORI DUNLAP
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HOSPITALITY ASSOCIATES OF FT. MYERS, LP
Ref. Number: W98000007178

RESUBMIT

Please give original
submission date as the date.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 31 PM 4:07

We have received your document for HOSPITALITY ASSOCIATES OF FT. MYERS, LP and the authorization to debit your account in the amount of \$1795.75. However, the document has not been filed and is being returned for the following:

Current Florida law does not allow Florida limited partnerships to use the suffix "LP." Please use LTD., LIMITED, or LIMITED 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: 598A00017303

RECEIVED
98 APR -1 PM 3:25
DIVISION OF CORPORATION

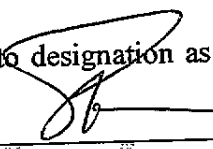
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 4:07

1. The name of the Limited Partnership is:

HOSPITALITY ASSOCIATES OF FT. MYERS, LTD.

2. The business address of the Limited Partnership is c/o Milestone Capital Corporation, 2300 W. Sample Road, Suite 208, Pampano Beach, FL 33073.
3. The name of the Registered Agent for Service of Process is Sander Mednick, Esq.
4. The Florida street address for the Registered Agent is c/o Milestone Capital Corporation, 2300 W. Sample Road, Suite 208, Pampano Beach, FL 33073.
5. The undersigned consents to designation as Registered Agent for Service of Process:



Sander Mednick

6. The mailing address of the Limited Partnership is c/o Milestone Capital Corporation, 2300 W. Sample Road, Suite 208, Pampano Beach, FL 33073.
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2028.
8. The name and address of the sole General Partner of the Limited Partnership are:

Milestone Ft. Myers Management, Inc.
(A Florida Corporation)
c/o Milestone Capital Corporation
2300 W. Sample Road, Suite 208
Pampano Beach, Florida 33073

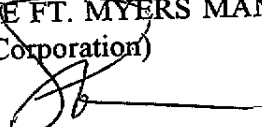
pg 000024483

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 26th day of March, 1998.

GENERAL PARTNER:

MILESTONE FT. MYERS MANAGEMENT, INC.
(A Florida Corporation)

By  _____
Sander Mednick, President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 4:07

*The undersigned constituting all of the general partners of HOSPITALITY ASSOCIATES OF
MYERS, LTD., a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 500,000.

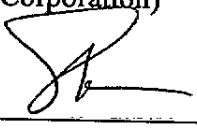
Signed this 26th day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

MILESTONE FT. MYERS MANAGEMENT, INC.
(A Florida Corporation)

By 
Sander Mednick, President