

# A98000001203

**KELCO PARTNERS, LTD.**  
**973 SPOONBILL CIRCLE**  
**WESTON, FLORIDA 33326**  
**954/384-2478 \* Fax 954/384-2974**

May 5, 1998

**FLORIDA DEPARTMENT OF STATE**

Division of Corporations  
New Filings Section  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

700002519367--6

-05/12/98--01004--002

\*\*\*1837.50 \*\*\*1837.50

**RE: Establishing Limited Partnership and Corporation -  
Kelco Fairfield, Ltd. And Kelco Fairfield Hotels, Inc.**

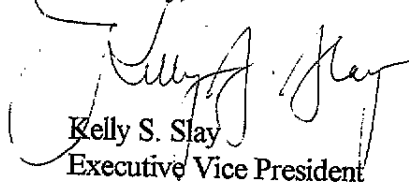
Dear Sirs:

Enclosed please find our limited partnership documents, as well as our check for \$1837.50 (\$1,750 for Capital Contributions; \$35.00-Designation of Registered Agent; \$52.50-Certified Copy) for processing the above-mentioned limited partnership. We do not anticipate any further capital contributions.

Also enclosed please find our corporate documents and an accompanying check for \$140.00 (\$35.00 for filing the Articles of Incorporation; \$35.00-Designation of Registered Agent; \$52.50-Certified Copy) for processing the corporation.

Should you have any questions or need anything further, please feel free to call me. Thank you.

Sincerely,

  
**Kelly S. Slay**  
Executive Vice President

Enclosures

FILED  
98 MAY 12 PM 4: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACK-1203

Name	AL 5-B
Availability	
Document	OR
Examiner	
Updater	OR
Updater	
Verifier	OR
Acknowledgment	
W. P. Verifier	OR

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
KELCO FAIRFIELD, LTD.**

**ARTICLE I**

The name of this limited partnership is Kelco Fairfield, Ltd.

**ARTICLE II**

This limited partnership is organized for the purpose of purchasing, holding, developing, operating, owning and selling real estate and for transacting any and all lawful business.

**ARTICLE III**

The street address and mailing address of the principal office of this limited partnership is 8390 N.W. 53<sup>rd</sup> Street, Suite 312, Miami, Florida 33166, and the name of the initial registered agent of the limited partnership at that address is Kelley D. Slay.

**ARTICLE IV**

The name of the general partner of this limited partnership is Kelco Fairfield Hotels, Inc., a Florida corporation, which has its principal office address at 8390 N.W. 53<sup>rd</sup> Street, Suite 312, Miami, Florida 33166. pg 8-42076

**ARTICLE V**

The term of this limited partnership is thirty (30) years, which shall commence on the date of the filing of this certificate by the Florida Department of State.

Under penalty of perjury, the undersigned general partner executed this certificate this

5<sup>th</sup> day of May, 1998, certifying that the facts contained herein are true.

KELCO FAIRFIELD HOTELS, INC.

BY: \_\_\_\_\_

Kelley D. Slay, President

FILED  
98 MAY 12 PM 4: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT NAMING LIMITED PARTNERS OF  
KELCO FAIRFIELD, LTD.**

In pursuance of Chapter 620, Florida Statutes  
the following is submitted in compliance with said Act:

State of Florida  
County of Broward

FILED  
98 MAY 12 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Kelley D. Slay, who by me first duly sworn, deposes and says:

1. Affiant is the President of Kelco Fairfield Hotels, Inc., which is the general partner of Kelco Fairfield, Ltd.
2. The limited partners of Kelco Fairfield, Ltd., their mailing addresses and the amount of the capital contribution of each are:

Kelco Partners, Ltd., 973 Spoonbill Circle, Weston, FL 33327  
\$ 400,000

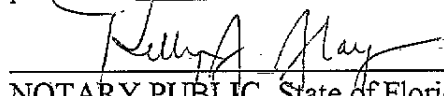
P & T Alabama, 204 Highland Crest Parkway, Birmingham, AL 35226  
\$ 200,000

*The amount anticipated is zero.*

Executed this 5<sup>th</sup> day of May, 1998.

  
KELLEY D. SLAY

SWORN TO AND SUBSCRIBED before me  
this 5<sup>th</sup> day of May, 1998, by Kelley D. Slay, who is personally known to me, or who has  
produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida at Large

Print Name:

My Commission expires: 12-20-99

Commission No. CC520236



KELLY SPILLET SLAY  
My Commission CC520236  
Expires Dec. 20, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF  
PROCESS IN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED.**

In pursuant of Chapter 620, Florida Statutes  
the following is submitted in compliance with said Act:

That Kelco Fairfield, Ltd., desiring to organize under the law of the State of Florida with its principal office located at 8390 N.W. 53<sup>rd</sup> Street, Suite 312, Miami, Dade County, Florida, 33166, has named Kelley D. Slay at that address as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named limited partnership, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
KELLEY D. SLAY

FILED  
98 MAY 12 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA