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WANDA W. RADCLIFFE  
JILL K. SATTERWHITE  
ALAN C. SHEPPARD  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD

July 21, 1998

**VIA FEDERAL EXPRESS**

Division of Corporations  
Florida Secretary of State  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Jacksonville Beach Hilton, Ltd.

Ladies/Gentlemen:

Enclosed please find the following:

- Certificate of Limited Partnership (with attached Affidavit)
- Designation of Registered Agent
- Our client's check in the amount of \$140.00 for the following:
  - \$ 52.50 - Filing Fee
  - \$ 35.00 - Registered Agent Designation
  - \$ 52.50 - Certified Copy
  - \$140.00 - TOTAL

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-07/29/98-01094--001

\*\*\*140.00 \*\*\*140.00

If the foregoing meets with your approval, please file same and return to us a certified copy for our records.

Thank you very much for your assistance in this regard.

Very truly yours,

*John Panyko/sb*  
John A. Panyko  
For the Firm

Name	<i>Matt</i>
Availability	<i>Matt</i>
Document Examiner	<i>Matt</i>
Updater	<i>Matt</i>
Updater Verifyer	<i>Matt</i>
Acknowledgement	<i>Matt</i>
W. P. Verifyer	<i>Matt</i>

JAP/sab 00685-00671



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 23, 1998

JOHN A. PANYKO  
P.O. DRAWER 1271  
PENSACOLA, FL 32596

SUBJECT: JACKSONVILLE BEACH HILTON, LTD.  
Ref. Number: W98000016740

We have received your document for JACKSONVILLE BEACH HILTON, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$140.00.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 898A00038921

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DIVISION OF CORPORATIONS  
98 JUL 29 AM 10:50

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
JACKSONVILLE BEACH HILTON, LTD.  
A Florida Limited Partnership**

The parties hereto do hereby certify that an Agreement was made effective the 21st day of July, 1998, at Pensacola, Florida, by LODGESOUTH JACKSONVILLE BEACH, INC., hereinafter called "General Partner," and by the following, hereinafter referred to as "Limited Partners":

1. Richard R. McAlpin
2. Alan D. Williams

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of Section 620.101 et. seq. of the Florida Revised Uniform Limited Partnership Act, as amended, and execute and cause to be filled this certificate as required by Sections 620.108, 620.114, and 620.116 of the above-referenced Act.

1. Name. The name of the Limited Partnership is JACKSONVILLE BEACH HILTON, LTD.

2. Address of Office Where Records are Kept. The address of the office where records are maintained pursuant to Section 620.106 is 205 East Intendencia St., Pensacola, FL 32501.

3. Name and Address of Registered Agent. The name and address for the agent for service of process is Richard R. McAlpin, 205 E. Intendencia St., Pensacola, FL 32501

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DIVISION OF CORPORATIONS  
98 JUL 29 AM 10:50

4. Name and Business Address of General Partner. The name and business address of the General Partner is LODGESOUTH JACKSONVILLE BEACH, INC., 205 E. Intendencia St., Pensacola, FL 32501. P97000107172

5. Mailing Address. The mailing address of this limited partnership is 205 E. Intendencia St., Pensacola, FL 32501.


6. Term. The Limited Partnership shall begin on the date the Certificate of Limited Partnership is filed with the Department of State, and shall continue through July 31, 2075, unless dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

REGISTERED AGENT:

  
RICHARD R. McALPIN

GENERAL PARTNER:

LODGESOUTH JACKSONVILLE BEACH, INC.

By:   
RICHARD R. McALPIN  
Its President

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98 JUL 29 AM 10:50

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, RICHARD R. McALPIN, am familiar with and hereby accept the appointment as Registered Agent for JACKSONVILLE BEACH HILTON, LTD., as set forth in the Certificate of Limited Partnership filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21st day of July, 1998.

  
\_\_\_\_\_  
RICHARD R. McALPIN

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**AFFIDAVIT OF GENERAL PARTNER  
OF  
JACKSONVILLE BEACH HILTON, LTD**

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The Undersigned, being the General Partner of the above-named Limited Partnership,  
having been duly sworn, does hereby state as follows:

1. That the Undersigned is the General Partner of the above-named Limited Partnership.
2. That the total contributions of Limited Partners in the above-named Limited Partnership is \$1,000.
3. No additional contribution by the Limited Partners is anticipated.

DATED this 21st day of July, 1998.

GENERAL PARTNER:

LODGESOUTH JACKSONVILLE BEACH, INC.

By: \_\_\_\_\_

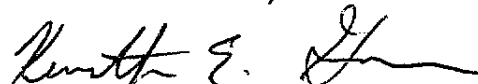


RICHARD R. McALPIN  
Its President

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98 JUL 29 AM 10:50

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 21<sup>st</sup> day of July, 1998 by Richard R. McAlpin, who is personally known to me.



NOTARY PUBLIC, State of Florida



KENNETH E. GRANGER  
COMMISSION # CC 701199  
EXPIRES DEC 8, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.