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ACCOUNT NO. : 072100000032

REFERENCE : 077970 4329479

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 23 PM 3:32

ORDER DATE : December 23, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 077970-010

800002721948--6

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: FORTUNE HOTELS INVESTOR GROUP,  
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: \_\_\_\_\_

Name	
Availability	<i>MA</i>
Document Examiner	<i>MA</i>
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Verifier	<i>MA</i>
Acknowledgement	<i>MA</i>
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

*File  
2nd*

December 24, 1998

JANICE VANDERSLICE  
CSC  
TALLAHASSEE, FL

**SUBMIT**

Please give original  
submission date as file date.

SUBJECT: FORTUNE HOTELS INVESTOR GROUP LTD.  
Ref. Number: W98000028825

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for FORTUNE HOTELS INVESTOR GROUP, LTD. and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6917.

Gretchen Harvey  
Corporate Specialist Supervisor

Letter Number: 498A00060395

*Gretchen Harvey*  
*[Signature]*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FORTUNE HOTELS INVESTOR GROUP, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is FORTUNE HOTELS INVESTOR GROUP, LTD.

2. The address of the office of the limited partnership is 12800 University Drive, Suite 350, Ft. Myers, Florida 33907.

3. The name and address of the registered agent for service of process on the limited partnership is Timothy R. Bogott, 12800 University Drive, Suite 350, Ft. Myers, Florida 33907.

4. The name and business address of the sole General Partner is:

Fortune Hotels Management, LLC  
12800 University Drive  
Suite 350  
Ft. Myers, Florida 33907

5. The mailing address of the limited partnership is 12800 University Drive, Suite 350, Ft. Myers, Florida 33907.

6. The latest date upon which the limited partnership shall dissolve is December 31, 2048.

7. The limited partnership shall begin its partnership existence as of the date of filing this Certificate of Limited Partnership by the Secretary of State.

8. See attached Affidavit of Limited Partner's Capital Contributions.

The execution of the Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 23 PM 3:32

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner this 21 day of December, 1998.

"General Partner"

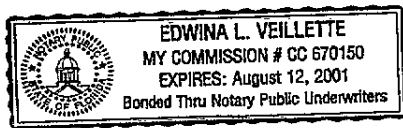
Fortune Hotels Management LLC

By: 

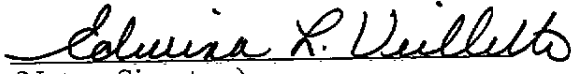
Name: Timothy R. Bogott

As its: Managing Member

SWORN TO AND SUBSCRIBED before me this 21<sup>st</sup> day of December, 1998, by Timothy R. Bogott, as Managing Member of the sole general partner. He is personally known to me or has produced N/A as identification.



(NOTARY SEAL)

  
(Notary Signature)  
EDWINA L. VEILLETTE

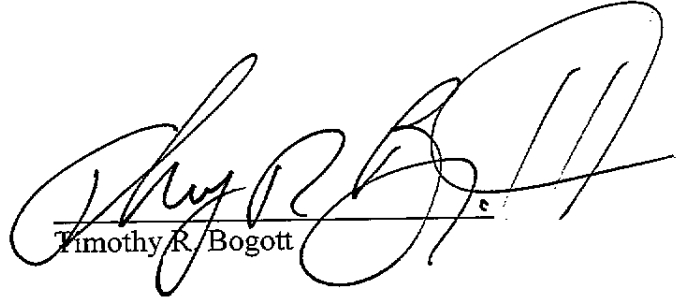
(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 670150

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for FORTUNE HOTELS INVESTOR GROUP, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the limited partnership, hereby agrees to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Timothy R. Bogott

DATED: December 21, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF Lee            )

BEFORE ME, the undersigned personally appeared Timothy R. Bogott, as Managing Member of Fortune Hotels Management Company, LLC, the sole general partner of FORTUNE HOTELS INVESTOR GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to date of the limited partners is Ninety-Nine Dollars (\$99.00).
2. The total amount anticipated to be contributed by the limited partners is Zero Dollars (\$0).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

Dated: December 21, 1998

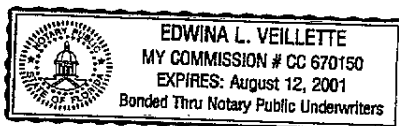
"General Partner"

Fortune Hotels Management Company, LLC


By: 

Name: Timothy R. Bogott  
As its Managing Member

SWORN TO AND SUBSCRIBED before me this 21st day of December, 1998, by Timothy R. Bogott, as Managing Member of the sole general partner. He is personally known to me or has produced N/A as identification.



(NOTARY SEAL)

  
(Notary Signature)

EDWINA L. VEILLETTE

(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 670150