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J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

GRAY, HARRIS & ROBINSON
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717

FAX (850) 222-3494

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPP
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE MCHENRY
MICHAEL J. CANAN

April 27, 1999

100002853461--7
-04/27/99--01066--004
***1800.00 ***1800.00

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

100002853461--7
-04/27/99--01066--005
*****37.50 *****37.50

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**, along with checks in the amount of **\$1,800.00 and \$37.50** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS** for the following entity:

DALTON HOTEL, LTD.

Please call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.81
Stiglitz/56605-2

h/K
4/27/99

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
99 APR 27 AM 11:39
APR 27 PM 2:05

**CERTIFICATE OF LIMITED PARTNERSHIP OF
DALTON HOTEL, LTD.
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 27 PM 2:05

I. Name. The name of the partnership shall be:

DALTON HOTEL, LTD.

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Roy B. Dalton, Jr.
715 Vassar Street
Orlando, FL 32804

III. General Partner. The name and address of the general partner of the partnership is as follows:

Dalton Hotel Corp.
715 Vassar Street
Orlando, FL 32804

898000034762

IV. Location of Principal Place of Business and Mailing Address:

715 Vassar Street
Orlando, FL 32804

V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this certificate, until dissolution, which shall be on:

1. April 26, 2039; or
2. the dissolution of the Partnership by law; or
3. written agreement of all Partners; or
4. dissolution at any time agreed on by the general partner(s); or
5. the sale, condemnation, or other disposition of all or substantially all of the Partnership's assets; or

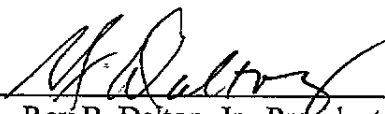
6. the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom; or
7. the failure to continue the Partnership and designate new general partners in accordance with the terms of the Partnership Agreement, within ninety (90) days following the occurrence of the death, incapacity, mental incompetency, expulsion, withdrawal, retirement, removal, receivership, or bankruptcy of a general partner (or the dissolution, merger, consolidation or reorganization of any general partner which is not an individual); or
8. the failure of the Partners to fund any operating deficit, the effect of which would be to render the Partnership insolvent; or
9. thirty (30) days written notice by a general partner to any other general partner of the Partnership.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of Dalton Hotel, Ltd., a Florida limited partnership, and the undersigned by executing this signature page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 26th day of April, 1999.

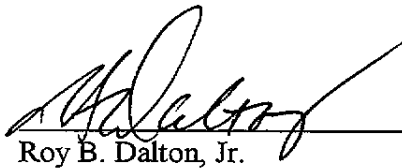
DALTON HOTEL CORP., a Florida corporation,
General Partner

By: 
Roy B. Dalton, Jr., President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above-stated limited partnership, I hereby accept appointment as its 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 26th day of April, 1999.



Roy B. Dalton, Jr.

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SECRETARY OF STATE
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1999 APR 27 PM 2:05

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Roy B. Dalton, Jr., in his capacity as President of Dalton Hotel Corp., a Florida corporation, the general partner of Dalton Hotel, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership" who, upon being sworn, certifies as follows:

1. The amount of capital contributions of the limited partners of the Partnership to date is \$100.00.
2. The anticipated amount of the total capital contributions of the limited partners is \$4,137,500.00.

Signed this 26th day of April, 1999.

FURTHER AFFLIANT SAYETH NOT.

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

DALTON HOTEL CORP., a Florida corporation,
General Partner

By: _____

Roy B. Dalton, Jr., President

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