



A9900000 1173

ACCOUNT NO. : 072100000032

REFERENCE : 310923 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 19, 1999

ORDER TIME : 11:39 AM

ORDER NO. : 310923-010

CUSTOMER NO: 4342718

CUSTOMER: Donald S. Hart, Jr., Esq
GLENN RASMUSSEN & FOGARTY
GLENN RASMUSSEN & FOGARTY
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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99 JUL 19 PM 2:24

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CAMPUS LODGE CAPITAL PARTNERS
II, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

(3) XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

(3) CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 19 PM 4:56

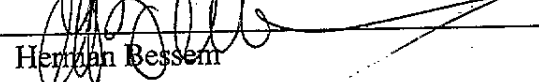
LP- 1785.00
CERT 184.25

BK 7/19/99

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR FLORIDA LIMITED PARTNERSHIP**

1. The name of the limited partnership is **Campus Lodge Capital Partners II, Ltd.**
2. The business address of the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
3. The name of the registered agent for service of process is **Ameurco Management, Inc.**
4. The Florida street address for the registered agent is **4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**

5. **Ameurco Management, Inc.**, a Florida corporation

By: 
Herman Bessem
President

(Registered Agent's signature accepting designation as Registered Agent for Service of Process.)

6. The mailing address for the limited partnership is **c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.**
7. The latest date upon which the limited partnership is to be dissolved is **December 31, 2039.**
8. The name(s) and address(es) of the general partner(s):

Euro XVII, Inc.

**4350 W. Cypress Street, Suite 250
Tampa, Florida 33607**

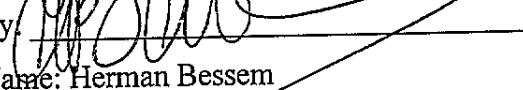
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Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15 day of July, 1999.

Signature of all the general partners:

EURO XVII, INC., a Florida corporation

By: 
Name: Herman Bessem
Title: President

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DIVISION OF CORPORATIONS
JUL 19 PM 4:56

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

FILED STATE
SECRETARY OF CORPORATIONS
99 JUL 19 PM 4:56

The undersigned, constituting all of the general partners of **Campus Lodge Capital Partners II, Ltd.**, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 3,600,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15 day of July, 1999.

Signature of all the general partners:

EURO XVII, INC., a Florida corporation

By 

Name: Herman Bessem

Title: President