Document Number Only

B95000000208

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 12:47

600001512846
-06/14/95--01042--004
*****35.00 *****35.00

600001512846
-06/14/95--01042--006
***1750.00 ***1750.00

Sevran Acquisition Limited Partnership

600001512846
-06/14/95--01042--007
****350.00 ****350.00

( ) Profit
( ) NonProfit
( ) Limited Liability
( ) Amendment
( ) Merger
( ) Foreign
( ) Dissolution/Withdrawal
( ) Mark
(X) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fict. Filing
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CR2E031 (1-89)

6/9/95 3:00 BK 6/9/95

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22 cvs
C. ERA 192.50
FILING 1750.00
R. AGENT FEE 35.00
(3) C COPY 157.50
TAL 2135.00
BANK
ALANCE DUE

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
95 JUN -9 PM 12:47
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DIVISION OF CORPORATIONS

1. Sovran Acquisition Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware
(State of Formation)

4. June 1, 1995
(Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation
(City), Florida 33324
(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

Lisa K. Pastor
(Officer must sign on this line)

LISA K. PASTOR ASST. SEC.
(Type Name and Title of Officer)

8. c/o Incorporating Services, Ltd., 15 E. North Street, Dover, DE 19901
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SOVRAN HOLDINGS, INC.

SPECIFIC ADDRESS
5166 Main Street
Williamsville, NY 14221

F95000062600

10. 5166 Main Street, Williamsville, NY 14221
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 5166 Main Street, Williamsville, NY 14221
(Mailing Address of Limited Partnership)

(FLA. LP 2819 – 2/1/92)

This 6 day of June, 19 95.

SOVRAN HOLDINGS, INC.

By _____
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 12:47

STATE OF NEW YORK

COUNTY OF ERIE

THE FOREGOING instrument was acknowledged and sworn to before me this 6 day of June, 19 95, by Sovran Holdings, Inc. (Name of General Partner) of Sovran Acquisition Limited Partnership (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Sandra L Herberger

Notary Public
State of New York at Large
My Commission Expires:

(SEAL)

SANDRA L. HERBERGER
Notary Public, State of New York
Qualified in Erie County
My Commission Expires
May 31, 19 98

Annabelle I. Forrest
Notary Public, State of New York
Qualified in Erie County
My commission expires
March 30 1997

(FLA - LP 2819)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared SOVRAN HOLDINGS, INC., a general partner of Sovran Acquisition Limited Partnership a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $ 146,000,000.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $50,000,000.

This 6 th day of June, 19 95

FURTHER AFFIANT SAYETH NOT.

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

SOVRAN HOLDINGS, INC.
General Partner

By _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 12:47

STATE OF New York
COUNTY OF Erie
DATE June 6 , 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ROBERT J. ATTEA of Sovran Holdings, Inc. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of June, 1995.

Seal

Sandra L Herberger / Annabella I. Forrest
Notary Public

State of New York at Large

My Commission Expires:

SANDRA L. HERBERGER
Notary Public, State of New York
Qualified in Erie County
My Commission Expires
May 31, 19 96

Notary Public
State of New York
Qualified in Erie County
My Commission
Expires March 30,
1997

(FLA - LP 2820 - 9/20/90)

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 5:00

1. Name of Limited Partnership

1a. DOCUMENT # **B95000000208**

SOVRAN ACQUISITION LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE.

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip 700001686557 01/11/96 01030-018 ****576.25

2a. New Principal Office Address, If Applicable ****576.25 ****576.25

Suite, Apt. #, etc.

City, State & Zip

Mailing Address
5186 MAIN STREET
WILLIAMSVILLE NY 14221

Principal Office Address
C/O INCORPORATING SERVICES, LTD.
15 E. NORTH STREET
DOVER DE 19901

BK 1/9/96

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
06/09/1995		DE

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date:	6. FEI Number	7. CERTIFICATE OF STATUS REQUIRED
$50,000,000.00	50,000,000.00	16-1481551	Applied For / Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
SOVRAN HOLDINGS, INC.	5186 MAIN STREET	WILLIAMSVILLE NY 1422	F95000002800

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____ DATE 12/29/95

Typed or Printed Name of General Partner Signing Form DAVID ROGERS Telephone Number (716) 633-1850

CR2E003 (6/95)

0010877

CONTACT:

OFFICE USE ONLY (Document #) B95000001744

UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

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96 DEC 27 PM 3:16

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Palm Beach Florida Hotel
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #) 900002042939--6
-12/31/96--01100--017
******8.75 ******8.75

3 _____
(Corporation Name) B95-174 (Document #)

4 _____
(Corporation Name) (Document #) 900002042939--6
-12/31/96--01100--018
***3402.50 ***1750.00

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Acknowledgement
W. P. Verifyer

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[X] Certificate of Good Standing
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[ ] Certificate of FICTITIOUS NAME
[ ] FICTITIOUS NAME SEARCH
[ ] CORP SEARCH ff# 1750.00

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
X	Reinstatement
	Trademark
	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

PALM BEACH FLORIDA HOTEL AND OFFICE BUILDING
LIMITED PARTNERSHIP

SUPPLEMENTAL AFFIDAVIT

1. Name of Limited Partnership:

Palm Beach Florida Hotel and Office Building
Limited Partnership

2. Total amount contributed and anticipated to be contributed by the limited partners:

$5,321,636

IN WITNESS WHEREOF, the undersigned has signed this document as of the 18th day of December, 1996.

FGS FLORIDA HOTEL CORP.,
general partner

By: _____
Richard L. Fisher, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 27 PM 3:46

B95000000208

Sovran Acquisition Limited Partnership
Requestor's Name

5566 Main Street
Address

Williamsville, NY 14221
City/State/Zip Phone #

200002040512--0
-12/30/96--01009--013
***1750.00 ***1750.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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DIVISION OF CORPORATIONS
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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment Supplemental Agreement increasing contributions to $ 74,229,548.00
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

C. TAX _____
FILING 1750.00
R. AGENT FEE _____
C. _____
TOTAL _____
N. CASH _____
BALANCE DUE _____
REFUND _____

CR2E031(1/95)

B95000000208

Examiner's Initials	dcc

Supplemental Affidavit of Capital Contributions
for a Foreign Limited Partnership

The undersigned general partners of Sovran Acquisition Limited Partnership, a Delaware limited partnership, executed this supplemental affidavit filed pursuant to Section 620.176, Florida Statues.

The total amount of the capital contributions that is allocated for the purpose of transacting business in Florida is $71,229,548.

This twelfth day of December, 1996.

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

General Partner

DAVID ROGERS
V.P. of General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 11:05