

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: P.O. Box 1010, Tallahassee, FL 32302
 Toll Free No. 800-347-1122
 Fax (904)224-1212

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

G. TAX _____
 FILING _____ 17.50 w
 R. AGENT FEE _____ 35.00
 C. COPY _____ 52.50
 TOTAL _____ 1837.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	_____
BY <u>[Signature]</u>	_____	_____	CK No. _____

WALK-IN
 Will Pick Up 8:2 12pm

RE: Lakehead Hotel Partners
Florida Partnership

Capital Express™ _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File Foreign _____
 Foreign Corp. File _____
 () Cert. Copy(s) Out _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 95 AUG -2 AM 11:31

200001553832
 -08/04/95-01803-008
 ***1837.50 ***1837.50

95 AUG -2 PM 6:33
 DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG -2 AM 11:31

1. LAKELAND HOTEL PARTNERS, LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)
2. N/A
(If name is unavailable, name under which the limited partnership proposed to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware
(State of Formation)
4. July 19, 1995
(Date of Formation)
5. James E. Decker
(Name of Registered Agent for Service of Process)
6. 4141 South Florida Avenue
(Street Address of Registered Office)
- Lakeland Florida 33813
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
James E. Decker
(Agent must sign on this line)
8. 32 Lockerman Square, Suite L-120, Dover, Delaware 19904
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
- James E. Decker 4141 South Florida Avenue
Lakeland, Florida 33813
10. 4141 South Florida Avenue, Lakeland, Florida 33813
(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 canceled or withdrawn.

12. 4141 South Florida Avenue, Lakeland, Florida 33813
(Mailing Address of Limited Partnership)

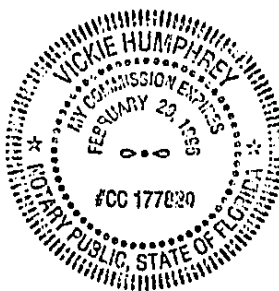
This 31st day of July, 1995.

James E. Decker
James E. Decker
General Partner

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
65 AUG 2 AM 11:31

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged and sworn to before me this 31st day of July, 1995, by JAMES E. DECKER, as the sole General Partner of LAKE LAND HOTEL PARTNERS, LIMITED PARTNERSHIP, on behalf of said limited partnership, who is personally known to me, or who produced a _____ as identification.



Vickie Humphrey
Notary Public
Print Name: VICKIE HUMPHREY
My Commission Expires: _____
Notary Public
#CC177820

(SEAL)

PDG/75984

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

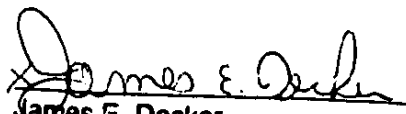
BEFORE ME, the undersigned authority, personally appeared, JAMES E. DECKER, the sole General Partner of LAKELAND HOTEL PARTNERS, LIMITED PARTNERSHIP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$1,000,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$1,000,000.00.

This 31st day of July, 1995.

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.

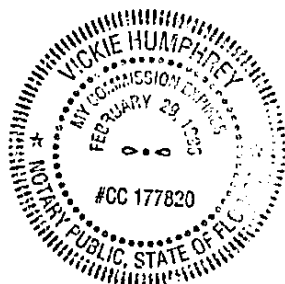

James E. Decker
General Partner

FILED
SECRETARY OF CORPORATIONS
95 AUG -2 PM 11:31


STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JAMES E. DECKER, as the sole General Partner of LAKELAND HOTEL PARTNERS, LIMITED PARTNERSHIP, a Delaware limited partnership, who is personally known to me to be the person who executed the foregoing Affidavit of Capital Contributions, ~~or who produced a~~ as identification, and he acknowledged to me and before me that he executed this Affidavit as the sole General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 31st day of July, 1995.



(SEAL)


Notary Public
Print Name: VICKIE HUMPHREY
My Commission Expires: Notary Public
#CC177820

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000279

LAKELAND HOTEL PARTNERS, LIMITED PARTNERSHIP

Mailing Address

6101 SOUTH FLORIDA AVENUE
LAKELAND FL 33813

Principal Office Address

32 LOOKERMAN SQUARE, SUITE L-100
DOVER DE 19804

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

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

08/02/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record

8,000,000

5b. Amount of Capital Contributions in
FLORIDA to date

2500

6. FEI Number

59-2228289

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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: \$136.75 (minimum to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE (NO LESS THAN \$191.25 + \$52.50 + \$136.75) AND NO MORE THAN \$576.25 (\$437.50 + \$136.75).
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

DECKER, JAMES E
4141 SOUTH FLORIDA AVENUE
LAKELAND FL 33813

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

200001722432

02/23/96--01033--031

***191.25 ***191.25

FL Zip Code

10a. Pursuant to the provisions of sections 607.1051 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 agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I further 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)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

DECKER, JAMES E

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

4141 SOUTH FLORIDA AV

11b. City, State & Zip Code

LAKELAND FL 33813

11c. Registration/
Document Number

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

Typed or Printed Name of General Partner Signing Form JAMES E. DECKER

DATE 12-19-96

Telephone Number 1-94-647-3000

CR2E003 (11/95)