

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9171

904-222-9171

B96000000081



ACCOUNT NO. : 0721000000032

REFERENCE : 866603 4323000

AUTHORIZATION :

COST LIMIT : \$ PPP

ORDER DATE : March 1, 1996

ORDER TIME : 12:56 PM

ORDER NO. : 866603

CUSTOMER NO: 4323000

CUSTOMER: William P. Crain, Esq.
Crain Cooksey Veltman & Miller
623 East Broadway
P. O. Box 867
Centralia, FL 32801

900001732049
-03/05/96--01016--010
*****87.50 *****87.50

FOREIGN FILINGS

NAME: THE HAWTHORNE INN, LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LEO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -4 PM 4:28

REC'D
96 MAR -4 PM 4:24
DIVISION OF CORP. QUALIFICATION
3/4/96
MK

Florida Department of State, Sandra B. Mortham, Secretary of State

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

95 MAR -6 PM 4:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. THE HAWTHORNE INN, LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)
2. NOT APPLICABLE
(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. March 1, 1996
(Date of Formation)
5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)
6. Address of Registered Office:
1201 Hays Street, Suite 105
Tallahassee, Florida 32301
7. Acceptance by the Registered Agent for Service of Process.
The Prentice-Hall Corporation System, Inc.
By: [Signature]
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, Delaware 19805
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
F96000001100
Florida Hawthorne Property, Inc. 623 East Broadway
Centralia, Illinois 62801
Halcor, Inc. 5665 Cypress Gardens Blvd., SE
F950000 49573 Winter Haven, Florida 33883
10. Office where Names, Addresses and Contributions of Limited Partners are kept.)
5665 Cypress Gardens Blvd., SE, Winter Haven, Florida 33883

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 5665 Cypress Gardens Blvd., SE, Winter Haven, Florida 33883
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 28th day of February, 1996.

FLORIDA HAWTHORNE PROPERTY, INC.
A General Partner of The Hawthorne Inn, Limited Partnership.

By: James H. Clutts
James H. Clutts
Its: President

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
99 MAR - 4 PM 4: 28

STATE OF ILLINOIS)
COUNTY OF JACKSON) SS

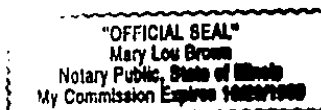
On this 28th day of February, 1996, James H. Clutts, personally appeared before me, who is personally known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Mary Lou Brown
(Notary Public Signature)

Mary Lou Brown
(Notary's Printed Name)

SEAL

My Commission Expires: 10/20/99



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP

BEFORE ME the undersigned James H. Clutts, President of Florida Hawthorne Property, Inc., a general partner of The Hawthorne Inn, Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", personally appeared and certifies as follows:

1. The amount of capital contributions of the limited partners is \$600,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$500.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 28th day of February, 1996.

FLORIDA HAWTHORNE PROPERTY, INC.
A General Partner of The Hawthorne Inn, Limited Partnership.

By: James H. Clutts
James H. Clutts
Its: President

FILED
CLERK OF SUPERIOR COURT
JAN 28 1996
PM 4:28

STATE OF ILLINOIS)
COUNTY OF JACKSON) SS

On this 28th day of February, 1996, James H. Clutts, personally appeared before me, who is personally known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Mary Lou Brown
(Notary Public Signature)

Mary Lou Brown
(Notary's Printed Name)

SEAL

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