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FILE NO.: 48346.15
DIRECT DIAL: (804) 788-8610
TELECOPY: (804) 788-8218

October 25, 1996

BY OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RFS Financing Partnership, L.P.

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, submitted on behalf of RFS Financing Partnership, L.P. A check in the amount of \$87.50 is enclosed in payment of the fees.

Please return any filing evidence to me in the enclosed, self-addressed, prepaid Federal Express envelope.

I would greatly appreciate it if, should you have any questions or problems with the enclosed papers, you would call me collect at (804) 788-8610.

Sincerely,

Cynthia M. Bondurant

Cynthia M. Bondurant
Paralegal

Enclosures

500001988175-1-9
-10/29/96-01057-001
*****87.50 *****87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 28 AM 10:51

FILED

Florida Department of State, Jim Smith, Secretary of State

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

1. RFS Financing Partnership, L.P.
(Name of limited partnership as it is in the home state;
2. RFS Financing Limited Partnership
(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. Tennessee 4. October 7, 1996
(State of Formation) (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, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM
Kevin J. Gallagher
(Officer must sign on this line)
Kevin J. Gallagher, Asst. V. P.
(Type Name and Title of Officer)
8. 889 Ridge Lake Boulevard, Suite 100, Memphis, TN 38120
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
RFS Financing Corporation F9600005522 889 Ridge Lake Boulevard
Suite 100.
Memphis, TN 38120
10. 889 Ridge Lake Boulevard, Suite 100, Memphis, TN 38120
(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. 889 Ridge Lake Boulevard, Suite 100, Memphis, TN 38120
(Mailing Address of Limited Partnership)

This 16th day of October, 1996.

RFS FINANCING CORPORATION

General Partner

By: [Signature]

Michael J. Pascal, Vice President

STATE OF TENNESSEE

COUNTY OF SHELBY

FILED
96 OCT 28 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of October, 19 96, by Michael J. Pascal, Vice President (Name of General Partner) of RFS Financing Corporation, General Partner of RFS Financing Partnership, L.P. (Name of Limited Partnership), A Tennessee (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]

Notary Public

State of Tennessee at Large

(SEAL)

My Commission Expires:

12-8-99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Michael J. Pascal, Vice President of RFS Financing Corporation, a general partner of RFS Financing Partnership, L.P., a (an) Tennessee limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10.00.

This 16th day of October, 1996.

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.

RFS FINANCING CORPORATION
General Partner

By: Michael J. Pascal

Michael J. Pascal, Vice President

STATE OF Tennessee
COUNTY OF Shelby
DATE Oct. 16, 1996

RFS Financing Corporation,

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 Michael J. Pascal, Vice President of RFS Financing Corporation (General Partner, known to me and known 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.

Vice President of the

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of October, 1996.

Dorothy S. Styles
Notary Public

Seal

State of Tennessee at Large
My Commission Expires:
12-8-99