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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 26 PM 1:43

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street:

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

100002040551--9

-12/30/96--01009--029

***1793.75 ***1793.75

CORPORATION(S) NAME

Shaner Hotel Group Properties Two limited Partnership

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ XCUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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12/26/96

Florida Department of State, Jim Smith, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 26 PM 1:43

1. Shaner Hotel Group Properties Two 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 4. April 10, 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
Connie Bryant
(Officer must sign on this line)
CONNIE BRYANT
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)
8. 1209 Orange St., Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS

Shaner Operating Corp.	303 Science Park Rd.
833609	State College, PA 16803
10. 303 Science Park Rd, State College, PA 16803
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 303 Science Park Rd, State College, PA 16803
(Mailing Address of Limited Partnership)

This 18th day of December, 1996.

Shaner Operating Corp.
General Partner

By Peter K. Hulburt
Peter K. Hulburt
Vice President

STATE OF Pennsylvania

COUNTY OF Centre

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of December, 1996, by Shaner Operating Corp. (Name of General Partner) of

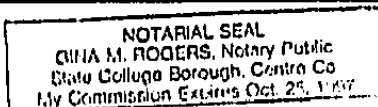
Shaner Hotel Group Properties Two Limited Partnership
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Anna M. Rogers
Notary Public
State of Pennsylvania at Large

(SEAL)

My Commission Expires:

10-25-97



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter K. Hulburt, Vice President*
general partner of Shaner Hotel Group Properties Two 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 \$21,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$11,400,000.

This day of December, 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.

Shaner Operating Corp.
General Partner

By: 


Peter K. Hulburt
Vice President

* of Shaner Operating Corp.

STATE OF PENNSYLVANIA
COUNTY OF CENTRE
DATE December 18, 1996

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 Peter K. Hulburt, Vice President * (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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of December, 1996.


Notary Public

Seal

State of Pennsylvania at Large
My Commission Expires: 10-25-97

