

Law Offices

HOLLAND & KNIGHT LLP

One Atlantic Center
1201 West Peachtree Street, N.E.
Suite 2000
Atlanta, Georgia 30308-3400
404-817-6500
FAX 404-817-0477

Atlanta
Boca Raton
Fort Lauderdale
Jacksonville
Lakeland
Miami
New York
Orlando
San Francisco
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

B97000000613

November 6, 1997

MARY BETH MCCORMICK
404-898-8159

VIA FEDERAL EXPRESS

Secretary of State - Florida
Department of State
Corporate Division
Department of Certification
P.O. Box 6327
Tallahassee, Florida 32314

000002341860--1
-11/07/97--01096--001
***1846.25 ***1837.50

Re: Application by Foreign Limited Partnership for
Authorization to Transact Business in Florida by Westwood
Lodge, L.P.
Our File No.: 431911.00009

Dear Sir:

Please find the above-referenced application by Westwood Lodge, L.P. to transact business in Florida. Enclosed you will find a check in the amount of \$1,846.25 for the following:

- (1) Filing fee of \$1750.00 based on the rate of \$7.00 per \$1000.00, with a fee of a maximum of \$1750.00;
- (2) Fee of \$35.00 for the designation of a registered agent;
- (3) Fee of \$52.50 for a certified copy; and
- (4) Fee of \$8.75 for a certificate under seal.

You will also find the Affidavit of Capital Contributions for Foreign Limited Partnership. Let me take this opportunity in advance to thank you for your quick attention to this matter.

W97-25455

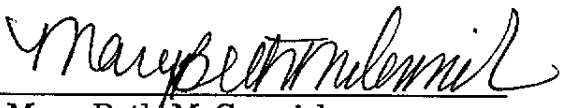
Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgement
W. P. Verifier

Secretary of State
November 6, 1997
Page 2

If you need any further information please call me at the above listed number.

Very truly yours,

HOLLAND & KNIGHT LLP

By: 
Mary Beth McCormick
Legal Assistant

/mbm

Enclosure

cc: Donald Kennicott, Esq. - via interoffice mail
ATL1-242224



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1997

MARY BETH MCCORMICK
HOLLAND AND KNIGHT LLP
1201 WEST PEACHTREE STREET, N.E., STE.20
ATLANTA, GA 30309-3400

SUBJECT: WESTWOOD LODGE, L.P.
Ref. Number: W97000025455

We have received your document for WESTWOOD LODGE, L.P. and your check(s) totaling \$1846.25 of which \$1837.50 has been applied to file the other document(s)-leaving a balance of \$8.75 to file this document. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 197A00054174

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

1. Westwood Lodge, L.P.
(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. Georgia 4. November 3, 1997
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. 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:


(Agent must sign on this line) Allan P. Farnell, Asst. Secretary

8. 6640 Powers Ferry Road, Suite 200
Atlanta, Georgia 30339
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Omicorp Resources, Inc.</u>	<u>6640 Powers Ferry Road, Suite 200 Atlanta, Georgia 30339</u>

F97000005998

10. 6640 Powers Ferry Road, Suite 200, Atlanta, Georgia 30339
(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.

CONTINUED

FILED
97 NOV 13 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. 6640 Powers Ferry Road, Suite 200, Atlanta, Georgia 30339

(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.

This 12 day of November, 19 97

OMNICORP RESOURCES, INC., a Georgia corporation

By: [Signature] ~~General Partner~~

STATE OF Georgia Albert L. Scott, Vice President

COUNTY OF Fulton

On this 12th day of November, 19 97

Albert L. Scott personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Angela M. Kennedy
(Notary Public Signature)

Angela M. Kennedy
(Notary's Printed Name)

Notary Public, Fulton County, Georgia
Commission Expires October 3, 2000

Seal

My Commission Expires: _____

97 NOV 13 AM 11:32
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP


BEFORE ME the undersigned personally appeared Albert L. Scott, Vice President of Omnicorp Resources, Inc., a general partner of Westwood Lodge, L.P., a(an) Georgia 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

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.

This 12 day of November, 19 97

OMNICORP RESOURCES, INC., a Georgia corporation

By: 
~~SECRETARY~~
Albert L. Scott, Vice President

FILED
97 NOV 13 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

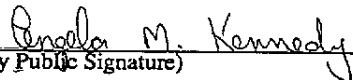
STATE OF Georgia
COUNTY OF Fulton

On this 12th day of November, 19 97

Albert L. Scott, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____


(Notary Public Signature)

Angela M. Kennedy
(Notary's Printed Name)

Seal

My Commission Expires:

Notary Public, Fulton County, Georgia
Commission Expires October 3, 2000