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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Osceola - Holiday, L.P.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William W. Abbott, Jr. 400002690494--2
(Name of Person) -11/18/98--01054--004
Dukes, Dukes, Keating & Faneca, P.A. ****148.75 ****148.75
(Firm/Company)
P. O. Drawer W CM
(Address)
Gulfport, MS 39502
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Tammy Simmons at (228) 868-1111
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Osceola - Holiday, L.P.
(Name of limited partnership as it is in the home state)
2. Osceola - Holiday, Ltd.
(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. Mississippi 4. November 10, 1998
(State of Formation) (Date of Formation)
5. Don Bodin
(Name of Registered Agent for Service of Process)
6. 1290 North Palm Avenue
(Street Address of Registered Office)
- Sarasota 34236
(City) Florida (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Don Bodin
(Agent must sign on this line)
8. 5601 Sound Bluff Road
Ocean Springs, MS 39564
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- 648-6346
Smita Management Corporation 5601 Sound Bluff Road
Ocean Springs, MS 39564
10. 5601 Sound Bluff Road, Ocean Springs, MS 39564
(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.

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TALLAHASSEE, FLORIDA

12. 5601 Sound Bluff Road

Ocean Springs, MS 39564

(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.

Signed this 17th day of November, 19 98

P. Sangani
General Partner

STATE OF MISSISSIPPI

COUNTY OF HARRISON

On this _____ day of _____, 19 _____

Smita B. Sangani, President of Smita Management Corporation personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Betty Jo Kirschenheuter
(Notary Public Signature)

Betty Jo Kirschenheuter
(Notary's Printed Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seal My Commission Expires: Notary Public State of Mississippi At Large
My Commission Expires: July 2, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Smita B. Sangani, President of Smita Management
a general partner of Osceola - Holiday, L.P., a(an) Mississippi Corporation
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.00.

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.

Signed this _____ day of _____, 19____.

SMITA MANAGEMENT CORPORATION

BY: _____

Smita B. Sangani, General Partner
President

STATE OF MISSISSIPPI

COUNTY OF HARRISON

On this _____ day of _____, 19____.

Smita B. Sangani, President of Smita Management Corporation
personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Betty J. Kirschenheuter
(Notary Public Signature)

Betty Jo Kirschenheuter
(Notary's Printed Name)

Seal

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires: July 2, 2000
BONDED THRU HEIDEN-MARCHETTI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Partnership Act to be filed in my office do hereby certify that:

OSCEOLA-HOLIDAY, L.P.

Formed November 09, 1998

A Mississippi Limited Partnership has filed the necessary documents in this office and has obtained a certificate of Limited Partnership under the provisions of The Mississippi Limited Partnership Act as shown by the records in this office.

That the registered office of said partnership is located at

5601 SOUND BLUFF RD
OCEAN SPRINGS MS 39564

and that the registered agent at that address is

SMITA B SANGANI

I further certify that said Limited Partnership has paid the fees for filing the above papers required by law as shown by the records of this office and that said partnership is in good standing to do business in Mississippi at this time.

Given under my hand
and seal of office
November 12, 1998

Eric Clark

ERIC CLARK,
Secretary of State

