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November 30, 1998

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DOWNTOWN OFFICE:

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⁴ ALSO ADMITTED IN ARKANSAS

⁵ ALSO ADMITTED IN CALIFORNIA

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: MEMPHIS HOTEL PARTNERS, L.L.C. AND UNIVERSAL HOTEL
PARTNERS, L.P.—Applications to transact business in Florida

Ladies and Gentlemen:

Enclosed please find the following documents to be filed with your office in order to authorize Memphis Hotel Partners, L.L.C. and Universal Hotel Partners, L.P. to transact business in Florida:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida executed in duplicate
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida executed in duplicate
3. Certificates of existence authenticated by the Tennessee Secretary of State for Memphis Hotel Partners, L.L.C. and Universal Hotel Partners, L.P.
4. Check in the amount of \$1837.50 made payable to the Department of State as the filing fee, designation of registered agent, and for a certified copy of authority to transact business for Universal Hotel Partners, L.P.
5. Check in the amount of \$337.50 made payable to the Department of State as the filing fee, designation of registered agent, and for a certified copy of authority to transact business for Memphis Hotel Partners, L.L.C.

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Name	OK
Availability	OK
Signature	OK
Updater	OK
Acknowledging Agent	OK
W. P. Verner	OK

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98 DEC -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. A stamped, self-addressed envelope to be used by your office to send a certified copy of authority to transact business in Florida for both Memphis Hotel Partners, L.L.C. and Universal Hotel Partners, L.P.

If any further information is required or if I can be of any further assistance, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

HARRIS, SHELTON, DUNLAP, AND COBB, L.L.P.C.

A. Neal Graham

A.Neal Graham

ANG/dlm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Universal Hotel Partners, 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.")

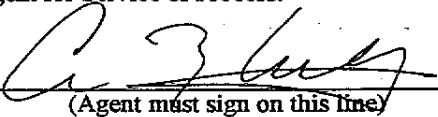
3. Tennessee 4. October 14, 1998
(State of Formation) (Date of Formation)

5. A. Guy Neff
(Name of Registered Agent for Service of Process)

6. 200 South Orange Avenue, Suite 2600
(Street Address of Registered Office)

Orlando Florida 32801
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:


(Agent must sign on this line)

8. 6141 Walnut Grove Road, Suite 200, Memphis, TN 38120

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Memphis Hotel Partners, L.L.C. 6141 Walnut Grove Rd., Ste. 200
Memphis, TN 38120

M 98-1456

10. 6141 Walnut Grove Road, Suite 200, Memphis, Tennessee 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 canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

12. 6141 Walnut Grove Road, Suite 200

Memphis, Tennessee 38120

(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 30th day of November, 19 98

Memphis Hotel Partners, L.L.C.

Gary J. Prosterman
General Partner
Gary J. Prosterman, Chief Manager

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 30th day of November, 19 98

Gary J. Prosterman

personally appeared before me

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

[Signature]
(Notary's Printed Name)

Seal

My Commission Expires: My Commission Expires Sept. 28, 1999

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Gary J. Prosterman, Chief Manager
BEFORE ME the undersigned personally appeared MEMPHIS HOTEL PARTNERS, L.L.C.
a general partner of UNIVERSAL HOTEL PARTNERS, 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 \$ 1,350,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,350,000.

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 30th day of November, 19 98

Memphis Hotel Partners, L.L.C.

Gary J. Prosterman

General Partner

Gary J. Prosterman, Chief Manager

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 30th day of November, 19 98

Gary J. Prosterman, personally appeared before me.

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

John L. Wright
(Notary's Printed Name)

Seal

My Commission Expires: My Commission Expires Sept. 28, 1999

FILED
98 DEC -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA