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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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-08/31/00-01029-002
***966.66 ***966.66

SUBJECT: Orlando-Hawaiian, Inc.
(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:

Donald H. Whittemore
(Name of Person)
Whittemore & Manelli, P.A.
(Firm/Company)
400 North Tampa Street, Suite 2630
(Address)
Tampa, FL 33602
(City/State/Zip)

Hewitt

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DIVISION OF CORPORATIONS
00 AUG 30 PM 2:48

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

Donald H. Whittemore at (813) 225-1515
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

MAILING ADDRESS:

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

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

Enclosed is a check for the following amount:

Updater ☐ \$70.00 Filing Fee
Verifier

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

Acknowledgement

A. P. Verifier

Wet
8/31

ARIS - \$300
FF \$70
PF \$596.66

CHERNESKY, HEYMAN & KRESS P.L.L.

ATTORNEYS AT LAW

10 COURTHOUSE PLAZA SW, SUITE 1100

DAYTON, OHIO 45402

P.O. BOX 3808

DAYTON, OHIO 45401-3808

937/449-2800

WRITER'S DIRECT DIAL

937/449-2844

WRITER'S DIRECT FAX

937/463-4947

www.chkllaw.com

mhewitt@chkllaw.com

August 29, 2000

VIA FEDERAL EXPRESS

Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
LL-10 The Capital
Tallahassee, Florida 32399-0250

In re: Orlando-Hawaiian Motel Company

Dear Mr. York:

Pursuant to your recent discussions with Don Whittemore, enclosed are the original and two copies of a Partnership Registration Statement ("Statement") to be filed on behalf of our above-referenced client. Also enclosed is our check in the amount of \$58.75 representing the filing fee and fee to issue a Certificate of Status.

In support of the foregoing Statement, enclosed are the original and two copies of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida to be filed on behalf of Orlando Hawaiian Motel Co., LLC (the "LLC"). Also enclosed is our check in the amount of \$905.41 representing the agreed-upon settlement of all filing fees and penalties necessary to qualify the LLC.

Finally, enclosed are the original and two copies of an Application by Foreign Corporation for Authorization to Transact Business in Florida to be filed on behalf of Orlando-Hawaiian, Inc. (the "Corporation"). Also enclosed is our check in the amount of \$966.66 representing the agreed-upon settlement of all filing fees and penalties necessary to qualify the Corporation.

The original Certificate of Good Standing for the Corporation and the original Full Force and Effect Certificate for the LLC issued by the Ohio Secretary of State are being forwarded to you by Charles Lansden of the McGuire Woods firm in Charlotte.

By separate cover Mr. Whittemore is forwarding to you his Acceptances of Appointment of Agent.

CHERNESKY, HEYMAN & KRESS P.L.L.

Gerard T. York, Esq.

August 29, 2000

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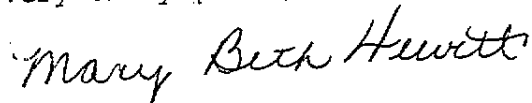
It is my understanding that you will be receiving from the Katz-Teller firm in Cincinnati the registration statement for the Robert W. Heldman Family Limited Partnership (the "FLP").

Upon filing of the qualification documents for the LLC, the Corporation and the FLP, please insert their Florida Document Numbers on the Statement and proceed with its filing.

A self-addressed Federal Express package is provided for your convenience in returning the date-stamped documents, Certificates and receipts to us.

If you have any comments or questions, please feel free to contact me at the number above.

Very truly yours,



Mary Beth Hewitt
Paralegal

MBH/cer/12978

Enclosures

c: Mr. David L. Brooks (w/enclosures)
Donald H. Whittemore, Esq.
Edward M. Kress, Esq.
Karen R. Adams, Esq.

:55593.1

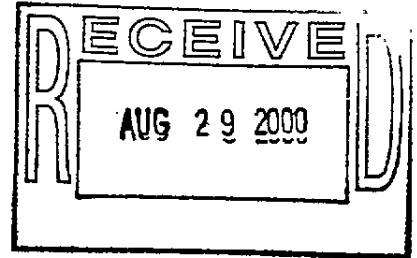
LAW OFFICES OF
WHITTEMORE & MANELLI, P.A.
A Professional Association

Street Address:
Park Tower, Suite 2630
400 North Tampa Street
Tampa, Florida 33602

Telephone: (813) 225-1515
Facsimile: (813) 224-0070

Mailing Address:
Post Office Box 190
Tampa, Florida
33601-0190

August 28, 2000



VIA FEDERAL EXPRESS

Mr. Gerald T. York
The Capitol LL-10
400 South Monroe Street
Tallahassee, Florida 32399-6536

RE: Orlando Hawaiian Motel Company, an Ohio general partnership
Orlando Hawaiian Motel Company, LLC, an Ohio limited liability company
Orlando Hawaiian, Inc., an Ohio corporation
Robert W. Heldman Family Limited Partnership

Dear Gerry:

Enclosed herewith please find original Acceptance By Registered Agent forms which I have signed on behalf of each of the referenced entities. These are to be attached to the registration of foreign entity forms which you should be receiving via overnight delivery from the law firms, Chernesky, Heyman & Kress, P.L.L. (on behalf of Orlando Hawaiian Motel Company, general partnership; Orlando Hawaiian Motel Company, LLC, and Orlando Hawaiian, Inc.), and Katz, Teller, Brant & Hild (as to the Robert W. Heldman Family Limited Partnership).

This will confirm our telephone conversation of earlier today during which you agreed, in order to avoid litigation, to accept the total of \$1,872.07 in order to qualify Orlando Hawaiian Motel Company, LLC, Orlando Hawaiian, Inc. and the Robert W. Heldman Family Limited Partnership to transact business in Florida. This amount includes all filing fees, penalties, and any other related costs associated with respect to registering these entities in Florida. You should receive a check directly from the Chernesky, Heyman & Kress firm for this amount.

It is my understanding that upon receipt of these documents, you will walk the applications through the Division of Corporations for immediate filing. Please note that you will need to first register the general partners so that their respective Florida numbers can then be filled in on the partnership registration form for Orlando Hawaiian Motel Company, general partnership. Upon completion, I would greatly appreciate your faxing to me copies of the filed applications bearing the applicable file stamp and document number.

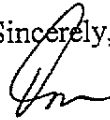
Mr. Gerald T. York

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I sincerely appreciate your cooperation and assistance in this matter.

Sincerely,



Donald H. Whittemore

DHW:vld

cc: Mr. Edward Kress

Ms. Sheila Christie

Mr. David Brooks



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 30, 2000

RE: Orlando Hawaiian Co.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$ 300.00 and foreign non-qualified penalties of \$ 666.66 assessed in a lump sum to avoid litigation and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

✓1. Orlando-Hawaiian, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

✓2. Ohio 3. 31-1627443
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/11/98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/30/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1250 Springfield Pike - Suite 400
Cincinnati, OH 45215
(Current mailing address)

8. hold interest in general partnership that owns motel
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Donald H. Whittemore

Office Address: 400 North Tampa Street, Suite 2630

Tampa, Florida, 33602
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

See Separate Acceptance

(Registered agent's signature)

Donald H. Whittemore

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
00 AUG 30 PM 2:48

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: None

Address: _____

✓ Director ~~Vice Chairman~~: David L. Brooks

Address: 1250 Springfield Pike - Suite 400

Cincinnati, OH 45215

✓ Director: George L. Heldman

Address: 415 Bond Place

Cincinnati, OH 45206

✓ Director: Edward M. Kress

Address: 10 Courthouse Plaza, S.W., Suite 1100

Dayton, OH 45402

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

✓ President/
Treasurer: David L. Brooks

Address: 1250 Springfield Pike - Suite 400

Cincinnati, OH 45215

✓ Vice President/
Assistant Secretary: George L. Heldman

Address: 415 Bond Place

Cincinnati, OH 45206

✓ Secretary: Edward M. Kress

Address: 10 Courthouse Plaza, S.W., Suite 1100

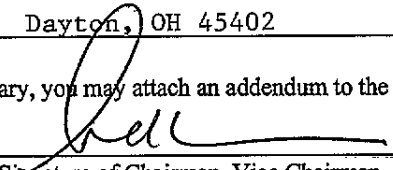
Dayton, OH 45402

Assistant Secretary:
~~Treasurer~~ Mary Beth Hewitt

Address: 10 Courthouse Plaza, S.W., Suite 1100

Dayton, OH 45402

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward M. Kress, Secretary
(Typed or printed name and capacity of person signing application)

ORLANDO-HAWAIIAN, INC.
an Ohio corporation
("Corporation")

ACCEPTANCE BY REGISTERED AGENT

I, DONALD H. WHITEMORE, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 607, F.S.

SIGNATURE OF
REGISTERED AGENT:


DONALD H. WHITEMORE

ADDRESS: 400 N. TAMPA STREET
SUITE 2630
TAMPA, FLORIDA 33602

DATE: August 28, 2000

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DIVISION OF CORPORATIONS
00 AUG 30 PM 2:48

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show ORLANDO-HAWAIIAN, INC., an Ohio corporation, Charter No. 1048377, having its principal location in Wyoming, County of Hamilton, was incorporated on December 11th, 1998 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal at

Columbus, Ohio on

August 21, 2000



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State