

F95000001412

ATLANTA, GEORGIA
BRUSSELS, BELGIUM
FAIRFAX, VIRGINIA
KNOXVILLE, TENNESSEE
NEW YORK, NEW YORK

HUNTON & WILLIAMS

RIVERFRONT PLAZA, EAST TOWER

501 EAST BYRD STREET

RICHMOND, VIRGINIA 23210-4074

TELEPHONE (804) 788-8200

FACSIMILE (804) 788-8210

NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
WARSAW, POLAND
WASHINGTON, D. C.

FILE NO.: 48714.2
DIRECT DIAL: (804) 788-8486

March 21, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Qualification and
Registration Section

8000001438268
-03/23/95--01089--001
****175.00 ****78.75

Application by for Foreign Corporation for Authorization and
Application by Foreign Limited Partnership for Authorization

Dear Madam or Sir:

Enclosed for filing is an Application By Foreign Corporation
For Authorization To Transact Business in Florida for Innkeepers
Financial Corporation (the "Corporation"), and an Application By
Foreign Limited Partnership for Authorization to Transact
Business in Florida for Innkeepers Financing Partnership, L.P.
(the "Partnership").

A Certificate of Good Standing for the Corporation, and a
check in the amount of \$175.00 are attached to cover the
applicable filing and certificate fees. Upon issuance of the
authorization, please issue a Certificate of Good Standing for
the Corporation and a Certificate of Status for the Partnership,
and place the certificates in the enclosed self-addressed Federal
Express package for immediate delivery.

If additional information is needed, or if for any reason
the filing is incomplete, please call me at (804) 788-8486.

Sincerely,

Rebecca W. Hartz

Rebecca W. Hartz
Paralegal

Enclosures
cc: Mark A. Murphy, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 23 PM 3:20

ATLANTA, GEORGIA
BRUSSELS, BELGIUM
FAIRFAX, VIRGINIA
KNOXVILLE, TENNESSEE
NEW YORK, NEW YORK

HUNTON & WILLIAMS

RIVERFRONT PLAZA, EAST TOWER
851 EAST BYRD STREET
RICHMOND, VIRGINIA 23219-4074

TELEPHONE (804) 788-8200

FACSIMILE (804) 788-8218

NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
WARSAW, POLAND
WASHINGTON, D. C.

FILE NO.: 48714.13
DIRECT DIAL: (804) 788-8486

March 23, 1995

VIA UPS

Ms. Jonnifer Sindt
Department of State
Corporate Qualifications
409 E. Gaines Street
Tallahassee, Florida 32314

Dear Ms. Sindt:

As we discussed, in order to close the filing on Innkeepers Financial Corporation (the "Corporation"), I am hereby consenting to the following changes which were made to the Application for Certificate of Authority:

- 5) The Federal Employment Number of the Corporation has been applied for.
- 6) That upon qualification the Corporation will begin to transact business in Florida.

I appreciate your special assistance in expediting this filing. Please call me at 804/788-8486 if you require additional information. Thank you again.

Sincerely,

Rebecca W. Hartz
Rebecca W. Hartz
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
95 MAR 24 AM 10:31

(Round next stamp
this "transmission" letter)

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. Innkeepers Financial Corporation
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Virginia
(State or country under the law of which it is incorporated)
3. February 21, 1995 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. N/A Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5255 N. Federal Highway, #100, Boca Raton, Florida 33487
(Current mailing address)
8. To serve as a general partner to a limited partnership which owns
(Corporate purpose and nature of business in which it is engaged in Florida)
real estate.

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Jeffrey H. Fisher

Address: 5255 N. Federal Highway, #100, Boca Raton, Florida 33487

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 MAR 23 PM 3:20

B. Officers:

President: Jeffrey H. Fisher

Address: 5255 N. Federal Highway, #100, Boca Raton, Florida 33487

Vice President: _____

Address: _____

Secretary: Jeffrey H. Fisher

Address: Same as above.

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 23 11 20

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Jeffrey H. Fisher

Office Address: 5255 N. Federal Highway, #100, Boca Raton, Florida
Boca Raton, Florida 33487
Zip Code

11. 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.

Registered agent's signature: _____

12. 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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jeffrey H. Fisher, President

(Name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Innkeepers Financial Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 21, 1995.

Nothing more is hereby certified.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 23 PM 3:20



Signed and Sealed at Richmond
on this Date: March 20, 1995

William J. Bridge

William J. Bridge, Clerk of the Commission