

F97000006196

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOUTHEASTERN HOSPITALITY HOLDINGS, INC.
(Name of corporation - must include suffix)

900002354499--3
-11/21/97--01099--001
****131.25 ****131.25

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:

Mary Beth Brannon
(Name of Person)

Hicks, Maloof & Campbell
(Firm/Company)

285 Peachtree Center Avenue, N.E., Suite 2200
(Address)

Atlanta, Georgia 30303-1234
(City/State/Zip)

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

Mary Beth Brannon at (404) 420-7425
(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

* Please forward certified copy and certificate of existence to the above address.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 AM 8:56

**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. Southeastern Hospitality Holdings, 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. Georgia 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 14, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5151 Brookhollow Parkway, Suite 200, Norcross, Georgia 30071-3647
(Current mailing address)

8. Hotel management, construction and development.
(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 ^{or} NOT acceptable)

Name: Michael R. Pace

Office Address: 11347 Front Beach Road, Apartment 1210

Panama City Beach, Florida, 32407-3662
(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.


(Registered agent's signature)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael R. Pace

Address: 5151 Brookhollow Parkway, Suite 200

Norcross, Georgia, 30071-3647

Director: _____

Address: _____

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

President: Andrew J. Pace

Address: 5151 Brookhollow Parkway, Suite 200

Norcross, Georgia 30071-3647

~~Vice President~~ Chief Executive Officer: Michael R. Pace

Address: 5151 Brookhollow Parkway, Suite 200

Norcross, Georgia 30071-3647

Secretary: Michael R. Pace

Address: 5151 Brookhollow Parkway, Suite 200

Norcross, Georgia 30071-3647

Treasurer: Michael R. Pace

Address: 5151 Brookhollow Parkway, Suite 200

Norcross, Georgia 30071-3647

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. Michael R. Pace

(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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HILDA BADACOUR
285 PEACHTREE CENTER AVE.
STE. 2200
ATLANTA GA 30303-1234

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SOUTHEASTERN HOSPITALITY HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

