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Norris, Koberlein & Anderson, P.A.

ATTORNEYS AT LAW
CNB NATIONAL BANK BUILDING
201 N. MARION STREET - SUITE 301
P.O. DRAWER 2349
LAKE CITY, FL 32056-2349

JOHN E. NORRIS
FREDERICK L. KOBERLEIN*
EDDIE M. ANDERSON
GUY W. NORRIS

~~05-281***~~
~~620-2100-0072~~
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*CERTIFIED CIRCUIT COURT MEDIATOR

February 24, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 4:01
#2/24

Gentlepersons:

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-02/27/98-01073-023
***122.50 ***122.50

Enclosed for filing are the following:

1. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida for Tallahassee Cabot Lodge, Inc., including Certificate of Existence/Authority from the Mississippi Secretary of State, together with this firm's check in the amount of \$122.50 which represents \$35.00 for the filing fee, \$35.00 for the designation of and acceptance by Registered Agent, and \$52.50 for the certified copy
2. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida for Gainesville Cabot Lodge, Inc., including Certificate of Existence/Authority from the Mississippi Secretary of State, together with this firm's check in the amount of \$122.50 which represents \$35.00 for the filing fee, \$35.00 for the designation of and acceptance by Registered Agent, and \$52.50 for the certified copy

Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Gainesville Cabot Lodge, LLC, including a Certificate of Existence from the Tennessee Secretary of State, and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of \$337.50 which represents \$250.00 for the filing fee, \$35.00 for the Certificate of Designation of Registered Agent/Registered Office, and \$52.50 for the certified copy

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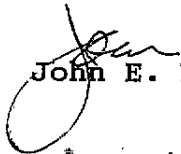
4. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Tallahassee Cabot Lodge, LLC, including a Certificate of Existence from the Tennessee Secretary of State, and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of \$337.50 which represents \$250.00 for the filing fee, \$35.00 for the Certificate of Designation of Registered Agent/Registered Office, and \$52.50 for the certified copy
5. Original and two copies of Articles of Amendment to Articles of Incorporation of Inn of Jacksonville-Airport, Inc., together with this firm's check in the amount of \$140.00 which represents \$35.00 for the filing fee and 105.00 for two certified copies

We would appreciate your immediate filing of these documents and returning the certified copies to this office.

If you have any questions, please do not hesitate to call me.

Thank you for your courtesies.

Sincerely yours,


John E. Norris

JEN:dac
Enclosures
cc w/o encls.: Mr. Robert N. Warrington
Mr. Gaines P. Sturdivant

TCL, Inc.

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. Tallahassee Cabot Lodge, 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. Mississippi 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-19-98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2-25-98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1000 Red Fern Place, Flowood, MS 39208
P. O. Box 16807, Jackson, MS 39236-6807
(Current mailing address)

8. See Exhibit "A" the terms of which are incorporated herein by reference.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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


Name: John E. Norris, Esq.

Office Address: 201 N. Marion St., Suite 301

Lake City, Florida, 32055
(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.

X 
(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.

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

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

Chairman: _____

Address: _____

~~Director~~
Vice Chairman: Mike P. Sturdivant

Address: Due West Road

Glendora, MS 38928

Director: Gaines P. Sturdivant

Address: 1000 Red Fern Place

Flowood, MS 39208

Director: Earle F. Jones

Address: 1000 Red Fern Place

Flowood, MS 39208

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

President: Earle F. Jones

Address: 1000 Red Fern Place

Flowood, MS 39208

Vice President: Gaines P. Sturdivant

Address: 1000 Red Fern Place

Flowood, MS 39208

Secretary: Gaines P. Sturdivant

Address: 1000 Red Fern Place

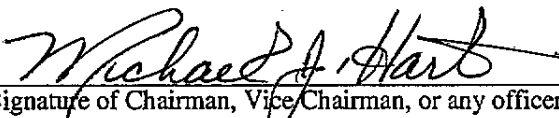
Flowood, MS 39208

Vice-President/
Treasurer: Michael J. Hart

Address: 1000 Red Fern Place

Flowood, MS 39208

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 J. HART, CPA, Vice-President / Treasurer
(Typed or printed name and capacity of person signing application)

EXHIBIT "A"
TALLAHASSEE CABOT LODGE, INC.

1. The Corporation's business and purpose shall consist solely of the following:

(a) To engage solely in the ownership of the fee simple estate in a real estate project known as the Tallahassee Cabot Lodge Hotel, located at 2735 Monroe Street, Tallahassee, Florida (the "**Property**"), pursuant to and in accordance with these Articles of Incorporation; and

(b) To engage in such other lawful activities permitted to corporations by the laws of the State of Mississippi as are incidental, necessary or appropriate to the foregoing.

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

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CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 19, 1998 the state of Mississippi issued a Charter/Certificate of Authority to:

TALLAHASSEE CABOT LODGE, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
February 20, 1998

Eric Clark

ERIC CLARK,
Secretary of State