

M0000000000334



management & development, inc.

Weston Corporate Centre • 2700 South Commerce Parkway • Third Floor • Weston, Florida 33331
Telephone 954-384-2478 • Facsimile 954-384-2974 • Toll-free 877-88-KELCO

December 3, 1999

100003066901--3
-12/10/99--01067--004
***125.00 ***125.00

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for KELCO/FB TALLAHASSEE LLC, together with check for \$125.00 which I understand is the new fee for filing this Application and which includes the Resident Agent Designation filing.

Thank You.
Joann G. Slay
Joann G. Slay
General Counsel

FILED
00 FEB 18 PM 2:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

52



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 2000

JOANN G. SLAY
KELCO MANAGEMENT & DEVELOPMENT
2700 S COMMERCE PARKWAY THIRD FLOOR
WESTON, FL 33331

SUBJECT: KELCO/FB TALLAHASSEE LLC
Ref. Number: W99000028771

We have received your document for KELCO/FB TALLAHASSEE LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 500A00002754

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 18 PM 2:03

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 16, 1999

JOANN G. SLAY
KELCO MANAGEMENT & DEVELOPMENT
2700 S COMMERCE PARKWAY THIRD FLOOR
WESTON, FL 33331

SUBJECT: KELCO/FB TALLAHASSEE LLC
Ref. Number: W99000028771

We have received your document for KELCO/FB TALLAHASSEE LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 299A00059230

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 18 PM 2:03

FILED

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Kelco/FB TALLAHASSEE, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/23/99 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 8/23/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2700 S. COMMERCE PARKWAY, Ste 313
Weston, FL 33331
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Kelco/FB, LLC
2700 S. COMMERCE PARKWAY, Ste 313
Weston, FL 33331

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Hotel development & management

Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kelley D. SLAY
Typed or printed name of signee

FILED
00 FEB 18 PM 2:03
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Kelco/FB TALLAHASSEE, LLC

2. The name and the Florida street address of the registered agent and office are:

Kelley D. SLAY
(Name)

2700 S. Commerce PARKWAY, Ste 3B
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Weston FL 33331
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.



(Signature)

SECTION 608.415, STATUTE
TALLAHASSEE, FLORIDA

00 FEB 18 PM 2:03

FILED

~~Filing Fee: \$ 35 for Designation of Registered Agent~~

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELCO/FB TALLAHASSEE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3082366 8300

001048322

AUTHENTICATION: 0227781
DATE: 01-31-00