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*CERTIFIED CIRCUIT COURT MEDIATOR

December 23, 1997

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

300002382653--7
-12/24/97--01078--003
****570.00 ****578.00
285.00

RE: Jacksonville Airport Hotels II, LLC and
Jacksonville Airport Hotels III, LLC

Gentlepersons:

300002382653--7
-12/24/97--01078--004
****105.00 ****52.50

Enclosed for filing are the following:

1. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Jacksonville Airport Hotels II, LLC
2. Certificate of Designation of Registered Agent/Registered Office for Jacksonville Airport Hotels II, LLC
3. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Jacksonville Airport Hotels III, LLC

Name	11/2/98
Availability	Dec
Document Examiner	Please note that an original Certificate of Existence issued by the Mississippi Secretary of State is attached to the Applications for Authority to Transact Business.
Updater	Also enclosed is Campbell, DeLong, Hagwood & Wade's check in the amount of \$570.00 which represents \$250.00 filing fee for each limited liability company and \$35.00 for each Certificate of Designation of Registered Agent/Registered Office, along with this firm's check in the amount of \$105.00 which represents \$52.50 for a certified copy for each Application.
Updater Verifier	
Acknowledged	
W. P. Verifier	DLC

4. Certificate of Designation of Registered Agent/Registered Office for Jacksonville Airport Hotels III, LLC

FILED
DEC 24 PM 12 20
285.00
52.50
BALANCE DUE
REFUND

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Division of Corporations

December 23, 1997

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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 and best wishes for a happy holiday season.

Sincerely yours,



John E. Norris

JEN:dac

Enclosures

cc w/o encls.: Mr. Robert N. Warrington

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Jacksonville Airport Hotels II, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Mississippi
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 64-0887076
(FEI number, if applicable)
4. 11-25-97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 15, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1000 Red Fern Place
Flowood, MS 38208
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mike P. Sturdivant</u>	<u>Manager</u>		
<u>P. O. Box 230</u>			
<u>Glendora, MS 38928</u>			
<u>Gaines P. Sturdivant</u>	<u>Manager</u>		
<u>1000 Red Fern Place</u>			
<u>Flowood, MS 38208</u>			
<u>Earle F. Jones</u>	<u>Manager</u>		
<u>1000 Red Fern Place</u>			
<u>Flowood, MS 38208</u>			

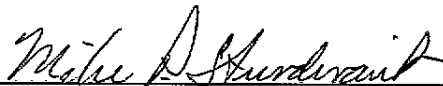
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

FILED
97 DEC 24 PM 12:30
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Jacksonville
Airport Hotels II, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 535,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 535,000.00.
(This total includes amounts from 2 and 3 above.)



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

Mike P. Sturdivant

Typed or printed name of signee

FILED
97 DEC 24 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FL

Filing Fee: \$250.00 for Application and Affidavit

**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:

Jacksonville Airport Hotels II, LLC

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

John E. Norris, Esq.

(Name)

201 N. Marion Street, Suite 301

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Lake City,

FL 32055

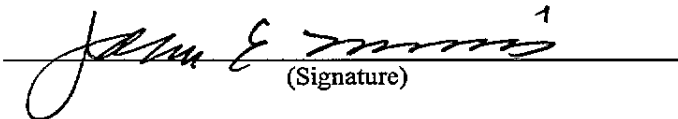
City/State/Zip

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

97 DEC 24 PM 12:20

FILED

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)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

JACKSONVILLE AIRPORT HOTELS II, LLC
Formed November 25, 1997

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

923 WASHINGTON AVE
PO BOX 1856
GREENVILLE MS 38702-1856

and that the registered agent at that address is:

ROBERT N WARRINGTON

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Given under my hand
and seal of office
November 25, 1997



Eric Clark

ERIC CLARK,
Secretary of State

FILED
97 DEC 24 PM 12:20
SECRETARY OF STATE
JACKSON, MISSISSIPPI