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December 23, 1997

VIA FEDERAL EXPRESS

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

000002394550--4

--12/24/97--01078--003

\*\*\*570.00 \*\*\*285.00

000002394550--4

--12/24/97--01078--004

\*\*\*105.00 \*\*\*\*\*52.50

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

Gentlepersons:

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

Name	1/2/98
Availability	dec
Document	by the Mississippi Secretary of State is attached to the Applications for Authority to Transact Business.
Examiner	
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	
Acknowledgment	
W. P. Verifier	DEC

R. AGENT FEE  
C. COPY  
TAX  
N. BANK  
BALANCE DUE  
REFUND

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Division of Corporations  
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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

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

# 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 III, 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. 64-0887443  
(FEI number, if applicable)
4. December 2, 1997  
(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>Mike P. Sturdivant</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.)

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

The undersigned member or authorized representative of a member of Jacksonville  
Airport Hotels III, 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 \$499,998.33;

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 \$499,998.33.  
(This total includes amounts from 2 and 3 above.)

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97 DEC 24 PM 12:20  
SECTION 608.408(3), FLORIDA  
STATUTES



**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

**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 III, 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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 III, LLC  
Formed December 02, 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  
December 02, 1997



*Eric Clark*

ERIC CLARK,  
Secretary of State

FILED  
DEC 24 PM 12:20  
MISSISSIPPI STATE  
JACKSON, MISSISSIPPI