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Date Offices of
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.

115 WEST ADAMS STREET
DOTHAN, ALABAMA 36303

J. HUBERT FARMER (1896-1976)

"EDWARD M. PRICE, JR.

ERNEST H. HORNSBY

JOEL W. WEATHERFORD

D. LEWIS TERRY, JR.

"ELIZABETH B. GLASGOW

J. VINCENT EDGE

"ALSO LICENSED IN FLORIDA

"ALSO LICENSED IN GEORGIA

MAILING ADDRESS:

P. O. DRAWER 2228

DOTHAN, ALABAMA 36302

TELEPHONE (334) 793-2424

FAX (334) 793-6624

January 8, 1998

VIA: FEDERAL EXPRESS-PRIORITY

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

000002395710--3
-01/09/98-01072-001
****285.00 ****285.00

ATTN: FOREIGN LIMITED LIABILITY COMPANY *cm*

RE: SUNBELT HOTEL PROPERTIES II, L.L.C.

Dear Sirs:

Enclosed please find the originals of the following for filing with your office

- (1) Application by Foreign Limited Liability Company
- (2) Affidavit of Membership and Contributions
- (3) Certificate of Designation of Registered Agent /Registered Office
- (4) Certificate of Foreign LLC's existence
- (5) Check in the amount of \$285 (\$250.00 for filing fee for application and affidavit and \$35 for Designation of Registered Agent).

Should you have any questions, please do not hesitate to contact me.

Sincerely,

ECP

Edward M. Price, Jr.
FLORIDA LICENSE #207551

EMPjr/dcp

Enclosures: As Stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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. SUNBELT HOTEL PROPERTIES II, L.L.C.
(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. ALABAMA
(JURISDICTION UNDER THE LAW OF WHICH FOREIGN LIMITED LIABILITY COMPANY IS ORGANIZED)
3. _____
(FEI NUMBER, IF APPLICABLE)
4. 12/17/97
(DATE OF ORGANIZATION)
5. PERPETUAL
(DURATION: YEAR LIMITED LIABILITY COMPANY WILL CEASE TO EXIST OR "PERPETUAL")
6. UPON APPROVAL OF THIS APPLICATION
(DATE FIRST TRANSACTED BUSINESS IN FLORIDA.
(SEE SECTIONS 608.501, 608.502, AND 817.155, F.S.)
7. 4050 FERDON BOULEVARD
CRESTVIEW, FL 32536
(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:

LARRY G. BLUMBERG MGR/PRESIDENT
2733 ROSS CLARK CIRCLE
DOTHAN, AL 36301

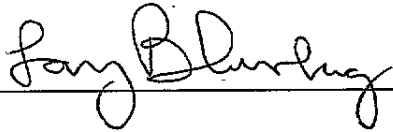
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Sunbelt Hotel Properties II, L.L.C.**, (full name of LLC) deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$-0-
- (3) If any, the agreed value of property other than cash contributed by members is \$1,989,297.30. A description of the property is attached and made a part of this affidavit.
- (4) The total amount of cash or property anticipated to be contributed by members is \$1,989,297.30. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

 (signature)

Larry Blumberg

(typed name of
individual)

(Managing Member)

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TALLAHASSEE, FLORIDA

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**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 in designating the registered office/registered agent, in the State of Florida.

(1) The name of the limited liability company is **SUNBELT HOTEL PROPERTIES II, L.L.C.**

(2) The name and address of the registered agent and office is (office in Florida and person- street address, but not P.O. Box with city, state and zip) GEORGE R. ADAMS
, 4050 Ferdon Boulevard, Crestview, Florida 32536.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 18 DECEMBER 1997


GEORGE R. ADAMS (TYPE NAME) George R. Adams
(Signature of Registered Agent)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that articles of organization for Sunbelt Hotel Properties II, L.L.C. were filed in the office of the Judge of Probate of Houston County on December 17, 1997. I further certify that the records do not disclose that said Sunbelt Hotel Properties II, L.L.C. has been dissolved. _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

01/08/98

Date

Jim Bennett

Jim Bennett

Secretary of State