

*Norris, Koberlein & Anderson, P.A.*  
**M9800000204**  
 ATTORNEYS AT LAW  
 CONVENTIONAL 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

February 24, 1998

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

Gentlepersons:

*M98-204*

TELE (904) 752-7240  
 FAX: (904) 752-1577  
 \*CERTIFIED CIRCUIT COURT MEDIATOR

Name	<i>OK</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

*Copy for*

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
- 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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DIVISION OF CORPORATIONS

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\*\*\*337.50 \*\*\*337.50

Florida Department of State  
February 24, 1998  
Page 2

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

FILED  
98 FEB 25 PM 4:30  
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. Gainesville Cabot Lodge, 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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 64-0719810  
(FEI number, if applicable)
4. 2-18-98  
(Date of Organization)
5. 12-31-2036  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 2-23-98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1000 Red Fern Place  
Flowood, MS 39208  
(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>MGR</u>	<u>Earle F. Jones</u>	<u>MGR</u>
<u>Due West Road</u>		<u>1000 Red Fern Place</u>	
<u>Glendora, MS 38928</u>		<u>Flowood, MS 39208</u>	
<u>Gaines P. Sturdivant</u>	<u>MGR</u>		
<u>1000 Red Fern Place</u>			
<u>Flowood, MS 39208</u>			

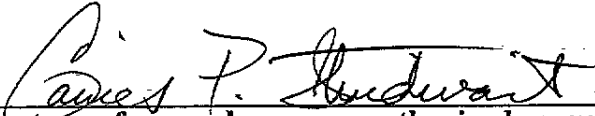
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TALLAHASSEE, FLORIDA

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 Gainesville  
Cabot Lodge, 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 \$ 200,000.00;
- 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 \$ 200,000.00.  
(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.)

Gaines P. Sturdivant, Member

Typed or printed name of signee

FILED  
99 FEB 23 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Gainesville Cabot Lodge, LLC

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

John E. Norris

(Name)

201 N. Marion St., Suite 301

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

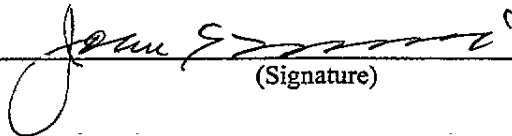
Lake City

FL

32055

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)

FILED  
98 SEP 25 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 02/20/1998  
REQUEST NUMBER: 3457-0436B  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/18/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0346190  
JURISDICTION: TENNESSEE

TO:  
CAMPBELL DELONG HAGWOOD & WADE LLP  
ROBERT N WARRINGTON  
923 WASHINGTON AVE  
GREENVILLE, MS 38702-1856

REQUESTED BY:  
CAMPBELL DELONG HAGWOOD & WADE LLP  
ROBERT N WARRINGTON  
923 WASHINGTON AVE  
GREENVILLE, MS 38702-1856

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

**"GAINESVILLE CABOT LODGE, LLC"**

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE:

FROM:

RECEIVED: FEES \$0.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$0.00  
RECEIPT NUMBER:  
ACCOUNT NUMBER:



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE