

M98000001085



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 972843 4720528

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
98 SEP 24 PM 12:19
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ORDER DATE : September 24, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 972843-005

CUSTOMER NO: 4720528

600002648026--3
-09/24/98-01041-006
****346.25 346.25

CUSTOMER: Ms. Marlis J. Spear
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

CM

FOREIGN FILINGS

NAME: LAKE DESTINY HOTEL INVESTORS,
L.L.C.

RECEIVED
98 SEP 24 AM 10:41
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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. Lake Destiny Hotel Investors, 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. Tennessee
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 9/15/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6141 Walnut Grove Road, Suite 200
Memphis, Tennessee 38120
(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:
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<u>Gary J. Prosterman</u> <u>6141 Walnut Grove Rd., #200</u> <u>Memphis, TN 38120</u>	<u>Chief Manager</u>
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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**

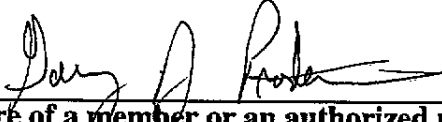
The undersigned member or authorized representative of a member of Lake Destiny Hotel
Investors, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00;

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 \$ 1,000.00;
(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.)

Gary J. Prosterman, Chief Manager

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: LAKE DESTINY HOTEL INVESTORS, L.L.C.

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

CORPORATION SERVICE COMPANY
NAME

1201 HAYS STREET

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

TALLAHASSEE, FL 32301
CITY, STATE AND 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.

Karen B. Rozar
SIGNATURE

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 SEP 21 PM 12:19
TALLAHASSEE, FLORIDA

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 09/17/1998
REQUEST NUMBER: 98260102A
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 09/15/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0357525
JURISDICTION: TENNESSEE

TO:
RECORD-CHECK SERVICES, INC.
1556 W CRESTWOOD RD

MEMPHIS, TN 38119

REQUESTED BY:
RECORD-CHECK SERVICES, INC.
1556 W CRESTWOOD RD

MEMPHIS, TN 38119

CERTIFICATE OF EXISTENCE

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

"LAKE DESTINY HOTEL INVESTORS, L.L.C."

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.

FILED
98 SEP 24 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/17/98

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$140.00 \$0.00
TOTAL PAYMENT RECEIVED: \$140.00

RECEIPT NUMBER: 00002364041
ACCOUNT NUMBER: 00000499

RECEIVED

SEP 23 1998

HOLLAND & KNIGHT, LLP

Riley C Darnell
RILEY C. DARNELL
SECRETARY OF STATE

