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November 12, 1998

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Qualification of Nash Hotel, L.L.C.

Dear Sir/Madam:

I have enclosed the original plus one copy of the following documents relative to the application for qualification of the captioned Ohio Limited Liability Company;

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Affidavit of Membership and Contributions of Foreign Limited Liability Company
- Certificate of Designation of Registered Agent/Registered Office

I have also enclosed our firm's check in the amount of \$285.00 for payment of the filing fee. Kindly file the documents in your usual manner, returning a time stamped copy to me in the self-addressed, stamped envelope provided. Should you have any questions or require additional information, please do not hesitate to contact me. Your attention to this matter is greatly appreciated.

Sincerely,

Shannon C. Cueni
Shannon C. Cueni
Legal Assistant

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Enclosures

cc: Michael D. Stovsky, Esq.

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TALLAHASSEE FLORIDA

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Name	<i>Shannon C. Cueni</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

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:

- (Street address of principal office)

[illegible]

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TALLAHASSEE, FLORIDA

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Addendum

1. 27979 Red Raven Road
Pepper Pike, Ohio 44124
ATTN: Gregg S. Lurie
2. Name: DKJ Family Limited Partnership, 27979 Red Raven Road, Pepper Pike,
Ohio, 44124 ATTN: Gregg S. Lurie
Title: MGR

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TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NASH HOTELS, LLC., an Ohio Limited Liability Company, Registration No. 1017953, was organized within the State of Ohio on July 28, 1998 and is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
August 28, 1998

Bob Taft

Bob Taft
Secretary of State

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

The undersigned member or authorized representative of a member of Nash Hotel, L.L.C.

_____ 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 \$ * FN1 _____;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ * FN2 _____;
(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 \$ * FN3 _____.
(This total includes amounts from 2 and 3 above.)

DKJ Family Limited Partnership
By: DKJ Family Corporation, General Partner

✓ 

Signature of a member or 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.)

Gregg S. Lurie, President of DKJ Family Corporation

Typed or printed name of signee

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* See corresponding footnote on attached Addendum.

Filing Fee: \$250.00 for Application and Affidavit

ADDENDUM

FN.1 Nash Hotel, L.L.C., an Ohio limited liability company (the "Company") is in the process of undertaking a private offering of securities. The Company's Confidential Offering Memorandum indicates that the Company seeks to raise a minimum of \$2,500,000.00 up to a maximum of \$3,500,000.00 from investors (some of whom may reside in Florida). The Company's private offering has not yet been completed. As a result, at this time, no cash has been contributed to the Company by any investors.

FN.2 Both DKJ Family Limited Partnership, an Ohio limited partnership, and Primrose Condominiums Partnership, an Illinois limited partnership, are anticipated to be contributing property to the Company. The property anticipated to be contributed by these entities includes contract rights and other intangible property. At this time, there has been no agreement reached with respect to the value of the property anticipated to be contributed by these entities

FN.3 The total amount of cash and property anticipated to be contributed to the Company is estimated to be an amount in excess of \$2,500,000.00 and not to exceed \$3,500,000.00. This amount includes anticipated capital contributions by investors in the Company in the offering described in FN.1 above, as well as the property anticipated to be contributed by DKJ Family Limited Partnership and Primrose Condominiums Partnership as described in FN.2 above. Should the amount of cash and property contributed to the Company exceed \$3,500,000.00, the Company will file a supplemental Affidavit of Membership and Contributions of Foreign Limited Liability Company with the Florida Secretary of State.

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TALLAHASSEE, FLORIDA

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:

Nash Hotel, L.L.C.

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

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(Signature)

Gil S. Apelis, Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent