

99 FEB 11 AM 11:23



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

DALE S. DAVIDSON
ALEXANDER & VANN, LLP
218 EAST JACKSON STREET, P.O. BOX 1479
THOMASVILLE, GA 31799-1479

SUBJECT: H.O. HOSPITALITY, LLC
Ref. Number: W99000001969

We have received your document for H.O. HOSPITALITY, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide a description of the property contributed by the members, as stated on the affidavit,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00003543

**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. The name of the foreign limited liability company is: "H.O. HOSPITALITY, LLC."
2. The jurisdiction under which the foreign limited liability company was organized is: Georgia
3. The FEI number of the foreign limited liability company is: 58-2065081.
4. The date of organization is: December 31, 1998.
5. The year the foreign limited liability company will cease to exist is: December 31, 2087.
6. The date the foreign limited liability company first transacted business in Florida: December 31, 1998.
7. The street address of the principal office is: 126 North Broad Street, Thomasville, Georgia 31792.
8. The name, title, and business address of the manager who will manage the foreign limited liability company in Florida is: Pete C. Thomas, 3216 North Monroe Street, Tallahassee, Florida 32303.
9. Attached is the original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of the records in the state under the law of which it is organized.

99 FEB 11 AM 11:23

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K900490
EFFECTIVE DATE : 12/31/1998
COUNTY : THOMAS
REFERENCE : 0045
PRINT DATE : 01/06/1999
ELECTED CONTROL : K319708
FORM NUMBER : 357

DALE S. DAVIDSON
P. O. BOX 1479
THOMASVILLE, GA 31799

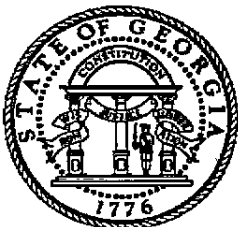
CERTIFICATE OF ORGANIZATION BY ELECTION

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that:

H.O. HOSPITALITY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on
the effective date stated above by the filing of a
certificate of election and articles of organization in the office
of the Secretary of State and by the paying of fees as provided by
Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

**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: "H.O. HOSPITALITY, LLC."
2. The name and the Florida street address of the registered agent and office are:

Pete C. Thomas
3216 North Monroe Street
Tallahassee, Florida 32303

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this Consent, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

This 23rd day of December, 1998.



Pete C. Thomas

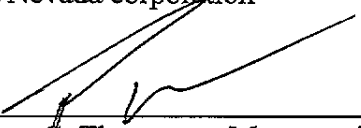
**AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of H.O. Hospitality, LLC 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: \$ -0-
- 3) if any, the agreed upon value of property other than cash contributed by member(s) is: \$268,146
(A description of the property is attached and made a part hereto)
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$268,146

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

WHISPERING PINES, INC.,
a Nevada corporation

By: 
Pete C. Thomas, as Manager, its
President

ATTACHMENT TO
AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY

Cash and accounts receivable.