

SENT BY: L D D K & R

110-10-98 11:12AM

LOWNDES, DROSDICK+

1# 2

P96000088498

10/10/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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10:35 AM

((H96000014272 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.
072720000036

ACCT#:

CONTACT: PATTIE M CALLAHAN
PHONE: (407)843-4600

FAX #: (407)423-4495

NAME: PARKWAY HOTEL CORPORATION

AUDIT NUMBER.....H96000014272

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 28 PM 12:33

FILED

8468-4959 /

WALTON
10/25/96
10/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1998

CSC NETWORKS

96 OCT 28 FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name PARKWAY HOTEL MANAGEMENT CORPORATION has been reserved for 120 days beginning September 17, 1998. The reservation number is R98000004446 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Debbie Reagle

Letter number: 096A00043114

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ARTICLES OF INCORPORATION
OF
PARKWAY HOTEL CORPORATION

96 OCT 28 PM 12:33
FILED
SECRET
FALL 1996

ARTICLE I - NAME

The name of this corporation is PARKWAY HOTEL CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be Box 6700, Sterling Bluff, Richmond Hill, Georgia 31329.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Michael Ryan.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Kethesparan Srikanthan

Box 6700, Sterling Bluff
Richmond Hill, Georgia 31329

This document was prepared by:

MICHAEL RYAN, ESQ.

Florida Bar Number: 220965
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

H96000014272

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Michael Ryan

215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 10th day of October, 1996.


Michael Ryan, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PARKWAY
HOTEL CORPORATION.


Michael Ryan

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of PARKWAY HOTEL CORPORATION.


Michael Ryan

H96000014272

**LOWNDES
DROSDICK
FOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

Ernest R. Drosdick
(1916-1982)

James Babbitt
Matt E. Deal
William A. Beckert
William R. Black, Jr.
Matthew G. Brenner
Dale A. Burket
Charles C. Callahan
W. Keith Clifford
W. Keith Clifford
James M. Gattis
James M. Gattis
William T. Dymond, Jr.
Richard J. Fildes
Miranda P. Fitzgerald

Thomas E. Francis
Julia L. Frey
Louie Frey, Jr.
Harry L. Goff

Arson J. Goussuz
Linda C. Hankins
James P. Hecklin, Jr.
Robert P. Higgins
Loran A. Johnson
James L. Jones
William L. Jones
Joseph A. Kay
Joseph A. Kay
Harry Krawinski
R. Kimbark Lee
John P. Lowndes

Timothy J. Manoe
Daniel P. McIntosh
H. Gregory McNeill
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T. Todd Paterson
Nicholas A. Pope
Shawn G. Rader
Morrey Ralstin
John A. Raul, Jr.
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Michael R. Raul
Michael R. Raul
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Terry C. Young

Ruth W. Bookholder
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Todd D. Walker
Taylor L. Ward
John T. Wetzel
Karen A. Williams
Of Counsel
Michael V. Liberty
Teresa B. Piner

December 30, 1996

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Parkway Hotel Corporation
996000088498

Dear Sir or Madame:

Please note that in my letter to you of December 18, 1996, that the zip code was inadvertently shown as 31329 and the address of the corporation and initial director should be amended to read:

Box 2049, Sterling Bluff
Richmond Hill, Georgia 31324

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,

Kyle L. White

Kyle L. White
Legal Assistant to
Michael Ryan

KLW:
Enclosures
005539/50346

cc: Jo Anne Sasser

KS 1/3

**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

James R. Drosdick
(1916-1962)

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Matt L. Beal
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Charles C. Carrington
W. Michael Clifford
W. Terry Costello
Janet M. Courtney
William L. Doster
William T. Dymond, Jr.
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Miranda F. Fitzgerald

Thomas J. Francis
John L. Lee
Lynn Lee, Jr.
Barry L. Goff
Aaron J. Gorenson
Linda C. Hankins
James F. Herkin, Jr.
Robert P. Higgins
Loran A. Johnson
Gary M. Kalena
Hal H. Kantor
James G. Kattelmann
Joseph G. Kern
Joseph A. Lane
Harry W. Lawrence
R. Kimbark Lee
John F. Lowndes

Suzanne J. Manor
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H. Gregory McNeill
David E. Peterson
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Taylor D. Ward
John T. Wettsch, Jr.
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Of Counsel
Michael V. Eiberry
Teresa B. Flier

December 18, 1996

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Parkway Hotel Corporation
P96000088498

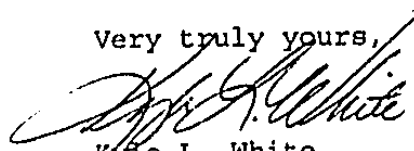
Dear Sir or Madame:

Please note that the mailing address of the corporation and initial director was inadvertently shown as Box 6700, Sterling Bluff, Richmond Hill, Georgia 31329 and should be amended to read:

Box 2049, Sterling Bluff
Richmond Hill, Georgia 31329

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,


Kyle L. White
Legal Assistant to
Michael Ryan

KLW:
Enclosures
005539/50346
cc: Jo Anne Sasser

KS 1/3