

P98000042076

KELCO PARTNERS, LTD.
973 SPOONBILL CIRCLE
WESTON, FLORIDA 33326
954/384-2478 * Fax 954/384-2974

May 5, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

100002517691--7
-05/08/98-01097-021
****140.00 ****140.00

**RE: Establishing Limited Partnership and Corporation -
Kelco Fairfield, Ltd. And Kelco Fairfield Hotels, Inc.**

Dear Sirs:

Enclosed please find our limited partnership documents, as well as our check for \$1837.50 (\$1,750 for Capital Contributions; \$35.00-Designation of Registered Agent; \$52.50-Certified Copy) for processing the above-mentioned limited partnership. We do not anticipate any further capital contributions.

Also enclosed please find our corporate documents and an accompanying check for \$140.00 (\$35.00 for filing the Articles of Incorporation; \$35.00-Designation of Registered Agent; \$52.50-Certified Copy) for processing the corporation.

Should you have any questions or need anything further, please feel free to call me. Thank you

Sincerely,

Kelly S. Slay
Kelly S. Slay
Executive Vice President

FILED
98 MAY -8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmp
5/8/98

Enclosures

70.00 F.F.
70.00 C.C.

140.00

**ARTICLES OF INCORPORATION
OF
KELCO FAIRFIELD HOTELS, INC.**

FILED
98 MAY -8 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KELCO FAIRFIELD HOTELS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - REGISTERED OFFICE AND AGENT

The principal address and registered office address of the corporation is:

8390 NW 53rd Street, Suite 312, Miami, FL 33166

and the registered agent at that address is: Kelley D. Slay.

ARTICLE VI - INITIAL DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one(1). The name and address of the initial directors are Richard J. Spillett, 17 Dunbar Circle, Palm Beach Gardens, FL 33418, and Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 33326.

ARTICLE VII - BY-LAWS

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATION

The name and address of the person signing these Articles is: Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 33326.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of May, 1998.



KELLEY D. SLAY

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V hereof, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 5th day of May, 1998.



KELLEY D. SLAY

**STATE OF FLORIDA
COUNTY OF BROWARD**

SWORN TO AND SUBSCRIBED before me this 5th day of May, 1998, by
KELLEY D. SLAY, who is personally known to me or who has produced identification of _____

Kelly Spillettt May
NOTARY PUBLIC, State of Florida at Large
PRINT NAME: KELLY SPILLET SLAY
My Commission expires: 12-20-99
Commission Number: CC520236



KELLY SPILLET SLAY
My Commission CC520236
Expires Dec. 20, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED


98 MAY -8 PM 2:28

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Kelco Fairfield Hotels, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 8390 NW 53rd Street, Suite 312, Miami, FL 33166, Dade County, Florida, has named Kelley D. Slay, located at 8390 NW 53rd Street, Suite 312, Miami, FL 33166, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.



KELLEY D. SLAY