

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

*Dmp*  
*5/8/98*

*70.00 F.F.*  
*70.00 C.C.*  

---

*140.00*

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY -8 PM 2:27

FILED

**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 53<sup>rd</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
KELLEY D. SLAY

**STATE OF FLORIDA  
COUNTY OF BROWARD**

SWORN TO AND SUBSCRIBED before me this 5<sup>th</sup> day of May, 1998, by

KELLEY D. SLAY, who is personally known to me or who has produced identification of \_\_\_\_\_

Kelley Spillettt Slay  
NOTARY PUBLIC, State of Florida at Large  
PRINT NAME: KELLY SPILLETT SLAY  
My Commission expires: 12-20-99  
Commission Number: CC520236



KELLY SPILLETT 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 53<sup>rd</sup> Street, Suite 312, Miami, FL 33166, Dade County, Florida, has named Kelley D. Slay, located at 8390 NW 53<sup>rd</sup> 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**