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KELCO MANAGEMENT AND DEVELOPMENT, INC.

Office of General Counsel
999 Fairfield Meadows Drive
Weston, FL 33327

Telephone 954-385-9120
Facsimile 954-385-9958

August 12, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Madam Secretary:

RE: KELCO STITES COOKEVILLE, INC. And
KELCO STITES COOKEVILLE, LTD.

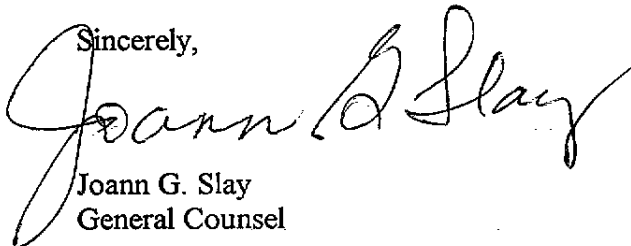
Enclosed are Articles of Incorporation and Designation of Resident Agent (and copy thereof for certifying) for the above named corporation, together with our check for filing fees and certified copy.

Also enclosed are Certificate of Limited Partnership and Affidavit naming Limited Partners (and copy thereof for certifying) for the above named limited partnership, together with our check for filing fees and certified copy.

If you need any further information in order to properly register these entities, please contact me.

Thank you for your assistance.

Sincerely,


Joann G. Slay
General Counsel

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
KELCO STITES COOKEVILLE HOTELS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is KELCO STITES COOKEVILLE 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 four (4) 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. Spillet, 17 Dunbar Circle, Palm Beach Gardens, FL 33418, Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 33326, John D. Stites II,

6750 Walnut Trace, Cookeville, TN 38501, and Jack Stites, 6600 Walnut Trace,
Cookeville, TN 38501.

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 12th day of August, 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 12th day of August, 1998.



KELLEY D. SLAY

**STATE OF FLORIDA
COUNTY OF BROWARD**

SWORN TO AND SUBSCRIBED before me this 12 day of August, 1998, by

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

TAL #5400501612490

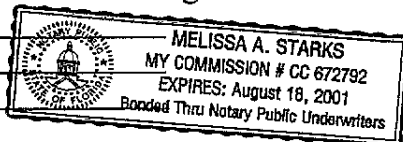
Melissa A. Starks

NOTARY PUBLIC, State of Florida at Large

PRINT NAME: _____

My Commission expires: _____

Commission Number: _____




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

Kelco Stites Cookeville 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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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