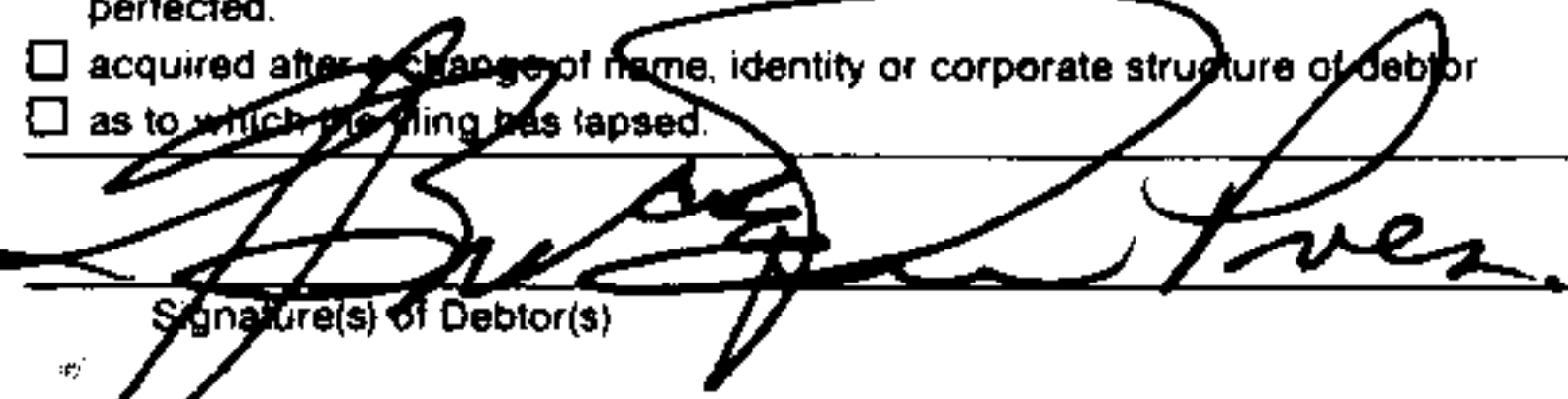
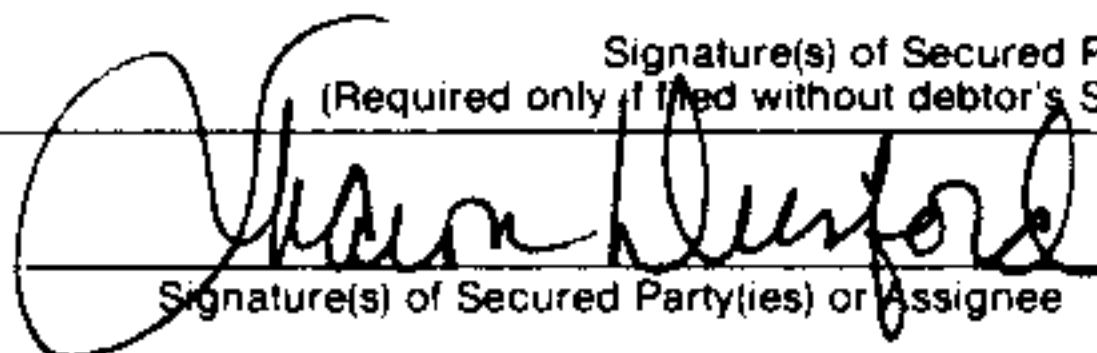


206289 / 6.00 V# 382750  
STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT  
FORM UCC-1 ALA.

40979  
**Important: Read Instructions on Back Before Filling out Form.**

REORDER FROM  
**Registre, Inc.**  
514 PIERCE ST.  
P.O. BOX 218  
ANOKA, MN. 55303  
(612) 421-1713

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1 Return copy or recorded original to:  <b>VENDOR CAPITAL GROUP 4191 FAYETTEVILLE ROAD RALEIGH, NC 27603</b>		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office  <div style="text-align: center;"><b>Inst # 2000-35982</b> <b>10/16/2000-35982</b> <b>11:20 AM CERTIFIED</b> <b>SHELBY COUNTY JUDGE OF PROBATE</b> <b>002 MMB 16.00</b></div>	
Pre-paid Acct. # _____			
2 Name and Address of Debtor (Last Name First if a Person)  <b>BIRMINGHAM HOSPITALITY CORPORATION 113 BAYBRIDGE DRIVE GULF BREEZE, FL 32561</b>			
Social Security/Tax ID # _____			
2A Name and Address of Debtor (IF ANY) (Last Name First if a Person)			
Social Security/Tax ID # _____			
<input type="checkbox"/> Additional debtors on attached UCC-E		FILED WITH:	
3 NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)  <b>VENDOR CAPITAL GROUP 4191 FAYETTEVILLE ROAD RALEIGH, NC 27603</b>		4 ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
Social Security/Tax ID # _____			
<input type="checkbox"/> Additional secured parties on attached UCC-E			
5 The Financing Statement Covers the Following Types (or items) of Property: <b>160 5Q YD OF G005-2 CARPET - COLOR: GREEN SCHEME HOLIDAY INN PROGRAM For Schedule 001 FOR MASTER LEASE# 1362-000 whether now existing or hereafter acquired, on or removed from Debtor's premises. This equipment installed in: HOLIDAY INN EXPRESS, 4627 HIGHWAY 280, BIRMINGHAM, AL 35243. All of the equipment herein or hereafter stated is leased to debtor by secured party, Debtor is contractually bound to cause any buyer of the premises upon which the equipment located to assume all of the debtor's obligations to secured party under the lease, without modification of the term and conditions thereof, which assumption is a condition precedent to any sale of such property.</b>			
Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing.  _____ _____ _____ _____ _____ _____ _____	
6 This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> as to which the filing has lapsed.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____	
Signature(s) of Debtor(s)  BIRMINGHAM HOSPITALITY CORPORATION, JULIAN B. MACQUEEN, PRES. Type Name of Individual or Business		8. <input type="checkbox"/> This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)  Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)  SHARON DUNFORD Signature(s) of Secured Party(ies) or Assignee VENDOR CAPITAL GROUP Type Name of Individual or Business	

## UNIFORM COMMERCIAL CODE FORM UCC-E

REORDER FROM  
Registre, Inc.  
514 PIERCE ST.  
P.O. BOX 218  
ANOKA, MN, 55303  
(612) 421-1713

## INSTRUCTIONS

1. PLEASE TYPE this form in black.
2. Remove Secured Party and Debtor copies and send other 2 copies with interleaved carbon paper to the filing officer.
3. At the time of original filing, filing officer will return the third (3rd.) copy as an acknowledgment.
4. When filling out this form be sure to type state name in appropriate space.
5. Be sure to file this form with original financing statement.
6. This form to be used for listing additional collateral when the space on Financing Statement is not sufficient.
7. Be sure to fill in total number of sheets in appropriate space.

77317

## EXTENSION SHEET FOR UNIFORM COMMERCIAL CODE FINANCING STATEMENTS

STATE OF ALABAMA

TOTAL NUMBER OF SHEETS

The above described equipment is leased to debtor by secured party. Debtor is contractually bound to cause any buyer of the property upon which the equipment is located to assume all of debtor's obligations to secured party under the lease without modifications to the terms and conditions thereof, which assumption is a condition precedent to the sale of such property.

This is a "precautionary" fixture filing. The secured party does not concede that the goods are or will become fixtures. See UCC Amended Official Comment 89-313. This fixture filing is to be recorded in the real estate records. Legal description:

Lot 148, according to the Amended Map of a resurvey of Lot 14 of Cahaba Park South, recorded in Map Book 10, Page 15, in the Probate Office of Shelby County, Alabama.

Real Estate recorded in Shelby County, AL on Inst#2000-17591, dated 5/30/2000.

Inst # 2000-35982  
10/16/2000-35982  
11:20 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
0022 MNB 16.00

BIRMINGHAM HOSPITALITY CORPORATION

VENDOR CAPITAL GROUP

  
DEBTOR  
SECURED PARTY

SHEET No.

(1) FILING OFFICER COPY - ALPHABETICAL

FORM UCC-E