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December 1, 2000

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

Re: SERVICE ACE, L.L.C.

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-12/04/00--01124--002

****133.75 ****133.75

To Whom It May Concern:

We have enclosed the original and one copy of the Articles of Organization of SERVICE ACE, L.L.C. for filing as a limited liability company along with the filing fee of \$133.75 for same. Please return the certified copy along with the proof of filing at your earliest convenience.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Sincerely,



MARIE F. FARLEY
Legal Assistant

mff

Enclosure as stated herein

C:\MyFiles\Corporations\Service Ace, LLC\sec.statefile.corp.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 5:00

**ARTICLES OF ORGANIZATION
OF SERVICE ACE, L.L.C.**

The undersigned files these Articles of Organization in order to form a limited liability company pursuant to Florida Statute 608.407.

ARTICLE I

The name of the limited liability company shall be SERVICE ACE, L.L.C.

ARTICLE II

The limited liability company shall exist perpetually.

ARTICLE III

The mailing address and the street address of the principal office of the limited liability company shall be 5050 NW 110th Avenue, Ocala, Florida 34482.

ARTICLE IV

The name and street address of the limited liability company's initial registered agent in the state is LINDA L. WORTHINGTON, 5050 NW 110th Avenue, Ocala, Florida 34482.

ARTICLE V

Admission of additional members to the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

ARTICLE VI

Continuation of the business by the remaining members of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the terms and conditions of the limited liability company's operating agreement.

ARTICLE VII

The management of the limited liability company is reserved to it's members who names and address are as follows:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 5:00

- A. Fred G. Worthington and his wife Linda L. Worthington
5050 NW 110th Avenue, Ocala, Florida 34482
- B. Thomas E. Worthington
3990 SE 22nd Avenue, Ocala, Florida 34480
- C. J. Scott Lehman
1490 Cora Street, Des Plaines, Illinois 60018

Voting rights and requirements for member's interests shall be as set forth in the limited liability company's Operating Agreement.

ARTICLE VIII

Date of Inception. This limited liability company shall commence existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE IX

The transferability of ownership of the voting and equity or other interest of Members shall be restricted by the terms of a Franchise Agreement as more particularly described in the Company's Operating Agreement.

ARTICLE X

These Articles of Organization are executed by a member of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, and acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 1st day of December, 2000.


Fred G. Worthington

STATE OF FLORIDA)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **FRED G. WORTHINGTON**, who produced a Florida Driver's License as identification and he acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State above named, this 1st day of December, 2000.

NOTARY PUBLIC:



Gregory S. Flanagan
MY COMMISSION # CC883924 EXPIRES
February 23, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Name: _____

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article IV of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent for **SERVICE ACE HOTEL, L.L.C.** and designates his location for service of process as:

Linda L. Worthington, 5050 NW 110th Avenue, Ocala, Florida 34482

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

Linda L. Worthington