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Account Name : GRONEK & LATHAM, LLP
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LIMITED LIABILITY COMPANY

Associated Luxury Hotels International Holdings, LLC

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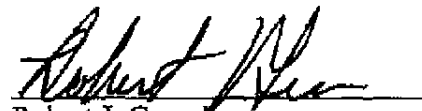
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**ARTICLES OF ORGANIZATION
OF
ASSOCIATED LUXURY HOTELS INTERNATIONAL HOLDINGS, LLC
A Florida Limited Liability Company**

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is **ASSOCIATED LUXURY HOTELS INTERNATIONAL HOLDINGS, LLC** a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address and street address of the principal office of the Company shall be 111 N. Orange Avenue, Suite 1100, Orlando, Florida 32801
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be G&L Agent Services, Inc., 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of the Manager.
6. Manager Management. The Company shall be managed by its Manager.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 7th day of March, 2003 in his capacity as an authorized person for the Company.


Robert J. Gronek,
Authorized Representative


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ACCEPTANCE OF APPOINTMENT

The undersigned, G&L Agent Services, Inc. by Robert J. Gronek, President, hereby acknowledges and accepts its appointment as registered agent of **ASSOCIATED LUXURY HOTELS INTERNATIONAL HOLDINGS, LLC**, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 7th day of March, 2003.


Robert J. Gronek
for G&L Agent Services, Inc.

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