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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From: Vera Torres

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

Please arrange filing of the attached Articles of Organization and return a certification to me as soon as possible. Thank you.

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Brio-Tranel Hotels, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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**Articles of Organization
Of
Brio-Tranel Hotels, LLC**

ARTICLE I - NAME

The name of this limited liability company is Brio-Tranel Hotels, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address of the Company is 1177 Louisiana Avenue, Suite 204, Winter Park, Florida 32789 and the street address of the principal office of the Company is 1177 Louisiana Avenue, Suite 204, Winter Park, Florida 32789.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1177 Louisiana Avenue, Suite 204, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is Louis H. Nimkoff.

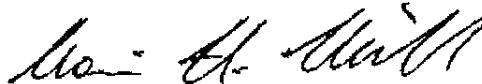


Louis H. Nimkoff, Member or Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Louis H. Nimkoff