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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**METROPOLITAN II HOTEL LLC**

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**ARTICLES OF ORGANIZATION  
OF  
METROPOLITAN II HOTEL LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is METROPOLITAN II HOTEL LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

c/o Rick Schatz, Esq.  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 W. Flagler Street, Suite 2200  
Miami, FL 33130

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 W. Flagler Street, Suite 2200, Miami, FL 33130, as the street address of the initial registered office of the Company and name Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described

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in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

**ARTICLE V**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE VI**

**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

The undersigned hereby executes these Articles of Organization on this 8<sup>th</sup> day of December, 2006.




\_\_\_\_\_  
Vanessa P. Sciarra  
Duly Authorized Representative of the  
Member(s)

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for METROPOLITAN II HOTEL LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 8th day of December, 2006.

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.

  
By: Richard E. Schatz  
Name: Richard E. Schatz  
Title: Shareholder

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