

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



L9500000984

ACCOUNT NO. : 072100000032
REFERENCE : 777253 8437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 20, 1995

ORDER TIME : 11:14 AM

ORDER NO. : 777253

CUSTOMER NO: 8437A

CUSTOMER: Rebecca M. Miller, esq
BAUR MILLER & WEBNER, PA

21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

95 DEC 20 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NK HOTEL, L.C.

500001672025
-12/27/95--01045--017
****346.25 ****346.25

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

21
DEC 26 1995 BSB

ARTICLES OF ORGANIZATION

FILED

NK HOTEL, L.C.

95 DEC 20 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is NK Hotel, L.C. (the "Company").

2. Duration. The Company shall have perpetual existence.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Rebecca M. Miller, Esq., of Baur, Miller, & Webner, P.A. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132.

5. Place of Business. The Company's place of business is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$1,125,000.00. No additional contributions have been agreed upon.

7. Additional Members. Additional members may be admitted to the Company only upon the unanimous written consent of all current members.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The management of the Company is reserved to its members. The Company shall be managed in accordance with the regulations and operating agreement adopted by the members. The names and addresses of the members are:

Nicola Krause

100 N. Biscayne Boulevard
21st Floor
Miami, Florida 33132-2306.

Hans-Joachim Krause

100 N. Biscayne Boulevard
21st Floor
Miami, Florida 33132-2306.

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing

provisions for the regulation and management of the affairs of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company or to receive any share of profits or other compensation by way of income, or the return of contributions to which the transferring member would be entitled by virtue of membership.

13. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

14. Contracting Debts. The contracting of any debts in the name of the Company shall require the unanimous written agreement of the members.

15. Facsimile Signatures. Telefaxed or facsimile counterparts of any document or agreement required or permitted hereunder or executed in connection with the operation or management of the Company shall be considered for all purposes as originals.

The undersigned has executed these Articles of Organization effective as of the 19th day of December, 1995.

Nicola Krause
Nicola Krause, Member

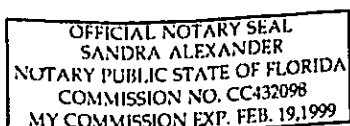
STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of December, 1995, by Nicola Krause, as a Member of NK Hotel, L.C., who is personally known to me or who has produced as identification passport and who did not take an oath.

Sandra Alexander
Notary Public State of Florida
at Large

My commission expires:

(SEAL)



AFFIDAVIT

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared NICOLA KRAUSE, ("Affiant") c/o Baur, Miller & Webner, P.A., Attn: Rebecca M. Miller, Esq., 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, who, having been first duly sworn, deposes and says:

1. Affiant is a member of NK Hotel, L.C., a Florida limited liability company in formation (the "Company").
2. The Company has two (2) members.
3. The total amount of cash initially contributed to the Company by each member is as follows:

Nicola Krause	\$1,113,750.00
Hans-Joachim Krause	\$ 11,250.00
4. No property other than cash has been contributed to the Company by the members.
5. No additional contributions have been agreed upon.

This Affidavit is made and given by Affiant as a member of the Company, in accordance with section 608.407(2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

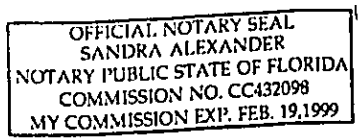
FURTHER AFFIANTS SAYETH NAUGHT.

Nicola Krause
NICOLA KRAUSE, Member

The foregoing instrument was acknowledged before me this 19th day of December, 1995, by Nicola Krause, as a Member of NK Hotel, L.C., who is personally known to me or who has produced as identification passport and who did take an oath.

Sandra Alexander
Notary Public State of Florida
at Large

My commission expires: (SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

NK Hotel, L.C., with its place of business at New World Tower, 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, has named Rebecca M. Miller, Esq., located at New World Tower, 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, as its Registered Agent to accept service of process within Florida.

Dated this 19th day of December, 1995.



NICOLA KRAUSE, Member

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Rebecca M. Miller, Esq., having been named as Registered Agent to accept service of process for the above-named limited liability company, at the place designated in this certificate, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent for the above-described limited liability company as set forth in the Florida Limited Liability Company Act.

Dated this 19th day of December, 1995.



REBECCA M. MILLER, ESQ.

FILED
95 DEC 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
15 JUN 10 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
\$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000984

NK HOTEL, L.C.
NEW WORLD TOWER 21ST FLOOR
100 N BISCAYNE BLVD
MIAMI FL 33132-2306

1a. Principal Place of Business Address
NEW WORLD TOWER 21ST FLOOR
100 N BISCAYNE BLVD
MIAMI FL 33132

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/20/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required
65-0643032					

7. Name and Address of Current Registered Agent
MILLER, REBECCA M
NEW WORLD TOWER 21ST FLOOR
100 N BISCAYNE BLVD
MIAMI FL 33132

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	KRAUSE, NICOLA	100 N BISCAYNE BLVD 21ST F	MIAMI FL
MGR	KRAUSE, HANS-JOACHIM	100 N BISCAYNE BLVD 21ST F	MIAMI FL

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-06/19/96--01137--009
****263.75 ****263.75

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Nicola Krause Nicola Krause April 12, 1996 (305)377-3561
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date (Type in Place)

L95 000000984

JUR MILL & EB ER, A.
ATTYS AW

REBECCA M. MILLER, J.D.

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2100
TELEPHONE (305) 377-3561
TELEFAX (305) 371-4380

August 1, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: NK Hotel, L.C.

Dear Sir or Madam:

Please be advised that the FEI Number filled in for box 4 on the 1997 annual report form for NK Hotel, L.C. is incorrect. The number you have listed is 65-0643032. The correct number for this entity is 65-0741062. When we initially filled out the annual report form for 1996 we gave you a number and then a new number was assigned for the entity and we are now notifying you of the new number.

If you have any questions, please give me a call.

Very truly yours,

Rebecca M. Miller

RMM:km