

L97000000892



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496965 6099A

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : August 14, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 496965-010

CUSTOMER NO: 6099A

600002267326--7

CUSTOMER: Ms. Regina S. Riley
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: FLORIDA HOTEL MANAGEMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 PM 12:17
DIVISION OF CORPORATE & FINANCIAL SERVICES
TALLAHASSEE, FLORIDA

SN AUG 14 1997

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ARTICLES OF ORGANIZATION **FILED**
OF 97 AUG 14 PM 1:52
FLORIDA HOTEL MANAGEMENT, L.C. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is Florida Hotel Management, L.C. ("Company").

ARTICLE II

This Company shall have a perpetual existence from the date of filing these Articles of Organization with the Department of State of Florida unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 60 South Ivanhoe Boulevard, Orlando, Florida 32804. The Company may at its discretion and at any time change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of the Company is Paul A. Krasker, Esq., 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

ARTICLE V

The management of the Company shall be vested in a manager who shall serve until the first annual meeting of the members or until their successor has been duly elected. The name and

mailing address of the manager ("Manager") is as follows: Georgi Zaczac, Manager, 60 South Ivanhoe Boulevard, Orlando, Florida 32804.

ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions as may be established by the Manager.

ARTICLE VII

The business of the Company shall be dissolved 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 Company, unless the Manager and a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of the Company.

ARTICLE VIII

The power to adapt, alter, amend or repeal the regulations of the Company shall be vested in the Manager. Regulations adopted by the Manager may be repealed or altered, new regulations may be adopted by the Manager and the Manager may prescribe that such regulations may not be altered, amended or repealed

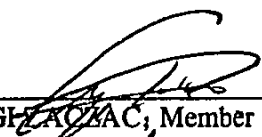
ARTICLE IX

Informal Action of Members. Any action of the members may be taken without a meeting and consent in writing setting forth the action so taken shall be signed by all members who will be entitled to vote upon such action at a meeting and filed with the Manager as party of the Company's records.

ARTICLE X

Contracting Debt. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 14th day of August, 1997.



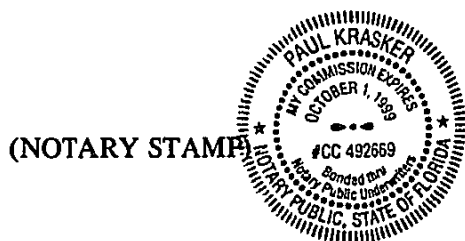
GEORGI ZACZAC, Member


STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of August, 1997, by GEORGI ZACZAC, who is:

 X personally known to me, OR


 has produced as identification.





Notary Name: _____
Notary Public
Serial (Commission) Number
(If any) _____

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Florida Hotel Management, L.C.



PAUL A. KRASKER, ESQ.
Registered Agent

AFFIDAVIT OF FLORIDA HOTEL MANAGEMENT, L.C.

COMES NOW, FLORIDA HOTEL MANAGEMENT, L.C., a Florida limited liability company (the "Company"), through GEORGI ZACZAC, a member of the Company, who, pursuant to Florida Statute Section 608.407(2), deposes and says:

1. The Company has at least two members.
2. The amount of capital contribution of the members is One Hundred Dollars (\$100.00).
3. The anticipated amount of capital contributions of the members is \$ 100.00.

FURTHER, Affiant sayeth not.

Dated: August 14th, 1997.


GEORGI ZACZAC

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97 AUG 14 PM 1:52
TALLAHASSEE, FLORIDA

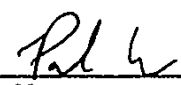
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of August, 1997, by GEORGI ZACZAC, who is:

X personally known to me, OR

_____ has produced _____ as identification.

(NOTARY STAMP)



Notary Name: _____
Notary Public
Serial (Commission) Number
(If any) _____