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August 26, 1999

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-08/30/99-01125-003
***337.50 ***337.50

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Organization of RET Hospitality, L.L.C. , a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed you will find our check in the amount of \$337.50 to cover the following costs:

- 1. \$250.00 - Filing Fee;
- 2. \$ 35.00 - Designation of Registered Agent;
- 3. \$ 52.50 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre
Paralegal

FILED
99 AUG 30 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

5c
9-2-99

**ARTICLES OF ORGANIZATION
OF
RET HOSPITALITY, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is RET HOSPITALITY, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 2500 Tamiami Trail North, Suite 216, Naples, Florida 34103. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Raymond J. DeAngelis, who is a natural person at least eighteen (18) years old.

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90 AUG 30 PM 1:04
TALLAHASSEE, FLORIDA

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Raymond J. DeAngelis
2500 Tamiami Trail North, Suite 216
Naples, Florida 34103

Emmett Erpelding
2203 Regal Way
Naples, Florida 34110

Thomas R. Torgerson
335 Southwest Benson Avenue
Willmar, Minnesota 56201

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

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TAMPA FLORIDA

**ARTICLE XIII
DISTRIBUTIONS**

Section 8.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

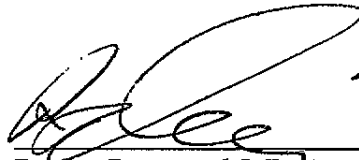
Section 8.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE IX
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 25th day of August, 1999.



By: Raymond J. DeAngelis.
Its: Managing Member

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STATE OF FLORIDA
PALM BEACH COUNTY

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

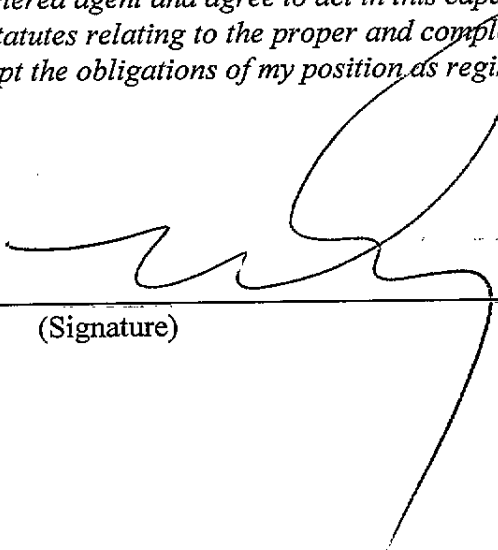
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RET HOSPITALITY, L.L.C.

2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

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 accept the obligations of my position as registered agent.



(Signature)

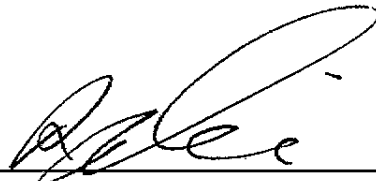
August 23 1999

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TAMPA, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RET HOSPITALITY, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a member

(In accordance with section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA