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LAW OFFICES OF
DAVID S. GAMSEY
Attorney at Law

22 Willow Drive, St. Augustine, FL 32084

Ph: (904) 460-0200

Fax: (904) 471-3786

February 27, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Two (2) LLC Articles of Organizations

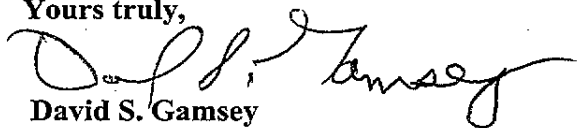
Dear Division of Corporations:

Please find enclosed two (2) Articles of Organization for SUNUP INN, LLC
and TWILIGHT DREAMS, LLC, along with the filing fee checks for each.

Please return any documentation to my office at the above address.

Thank you.

Yours truly,


David S. Gamsey

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DSG/kah
encl: two articles/2checks

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TALLAHASSEE, FL
SEC. OF STATE

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Articles of Organization of SUNUP INN, LLC

The undersigned person, acting as Organizer for the purpose of forming a business limited liability company under the laws of the State of Florida , adopts the following Articles of Organization:

Article I.

NAME

The name of the limited liability company is SUNUP INN, LLC

Article II.

ADDRESS

The principal place of business of the company is 512 Anastasia Blvd.,
St. Augustine, Florida 32080.

Article III.

PURPOSE

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, and to have all powers which are afforded limited liability companies under the laws of the State of Florida .

Article IV.

DURATION

The duration of this limited liability company shall be thirty (30) years commencing from date of filing of these Articles of Organization with the State of Florida.

Article V.

NUMBER OF MEMBERS

The number of members of this limited liability company is 2.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Article VI.

NAMES AND ADDRESSES

The names and addresses of the initial members of this limited liability company are as follows:

Name	Address
CHHAMANGAR S. GOSAI	512 Anastasia Blvd., St. Augustine, Florida 32080
LILAVANTI C. GOSAI	512 Anastasia Blvd., St. Augustine, Florida 32080

Article VII.

INITIAL REGISTERED AGENT

The initial registered agent of this limited liability company is **CHHAMANGAR S. GOSAI**. By his signature at the end of this document, this person acknowledges acceptance of the responsibilities as registered agent of this limited liability company.

Article VIII.

INITIAL ADDRESS OF REGISTERED AGENT

The initial address of the office of the registered agent of this limited liability company is 240 South Park Circle East, St. Augustine, Florida 32086 in the County of St. Johns, State of Florida.

Article IX.

CAPITALIZATION

The total amount of initial capitalization of this limited liability company is \$5,000.00.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article X.

MANAGEMENT

The business and affairs of the Limited Liability Company will be managed by its managere . The name of the manager and address of the manager:

Name

Address

CHHAMANGAR S. GOSAI, 512 Anastasia Blvd., St. Augustine, Florida 32080.

Article XI.

NEW MEMBERS

The company reserves the right to admit new or additional members upon such terms and conditions as may be set forth or provided in the Operating Agreement and/or regulations of the Limited Liability Company.

Article XII.

DISSOLUTION

The company reserves the right to continue without dissolution, under the terms as set forth in the Company Operating Agreement, upon any act which might otherwise cause the dissolution of the company or the dissociation of a member under the laws of the State of Florida, including, but not limited to death, retirement, resignation, expulsion, bankruptcy, or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, unless the remaining members of the Limited Liability Company unanimously consent to dissolve the Limited Liability Company.

Article XII

AMENDMENTS

The Articles of Organization of this Limited Liability Company may be amended from time to time as provided by law and the Operating Agreement of the Limited Liability Company.

I certify that all of the facts stated in these Articles of Organization are true and correct and are made for the purpose of forming a business limited liability company under the laws of the State of Florida .

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IN WITNESS WHEREOF, the members have hereunto set their hands and seals this
31 day of January, 2001

WITNESSES:

Karen H Gamsey
David S Gamsey
Organizer/Member: Chhamangar S. Gosai
CHHAMANGAR S. GOSAI

Karen H Gamsey
David S Gamsey
Member: Lilavanti C. Gosai
LILAVANTI C. GOSAI

I acknowledge my appointment as registered agent of this limited liability company
and accept the appointment.

Dated this 31 of January, 2001

Signature of Registered Agent:

Chhamangar S. Gosai
CHHAMANGAR S. GOSAI

State of Florida)
)S.S.
County of St. Johns)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, on January 31, 2001 personally appeared CHHAMANGAR S.
GOSAI and, LILAVANTI C. GOSAI who are known to me to be the persons or have
provided their Florida Driver's License as identification and who subscribed their names
to this document, and acknowledged that they did so for the purposes stated.

David S Gamsey
Notary Public, in and for the County of St. Johns, State of Florida.
My commission expires:



David S Gamsey
My Commission CC631998
Expires April 7, 2001