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REPLY TO
ST. PETERSBURG

February 4, 2002

Secretary of State
Charter Division - Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Serendipity Motel-Apartments, LLC

800004889918--3

-02/07/02--01032--003

****155.00 ****155.00

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Organization for Serendipity Motel-Apartments, LLC. Enclosed is our check in the amount of \$155.00, covering the following fees:

Filing Fee for Articles of Organization	\$ 100.00
Certified copy of Articles	30.00
Registered Agent Designation	25.00
Total	\$ 155.00

Please send a certified copy of the Articles of Organization to St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
Enclosure

FILED
02 FEB - 7 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QR

ARTICLES OF ORGANIZATION
FOR
SERENDIPITY MOTEL-APARTMENTS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this limited liability company shall be
SERENDIPITY MOTEL-APARTMENTS, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual
existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this
limited liability company is organized for each and every legal and
lawful purpose for which a limited liability company may be
organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this
limited liability company shall have and may exercise all powers
and rights which a limited liability company may exercise under
Florida law or the laws of the United States of America.

ARTICLE IV - Principal Office

The mailing address and the street address of this limited
liability company shall be: 6901 Sunset Way, St. Pete Beach,
Florida, 33706.

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability
company and the street address of the initial registered agent is:

Alan Ball, 6901 Sunset Way, St. Pete Beach, Florida 33706.

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - Initial Manager

This limited liability company shall be managed by one or more managers. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Alan Ball, 6901 Sunset Way, St. Pete Beach, Florida 33706.

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - Members' Right to Continue Business

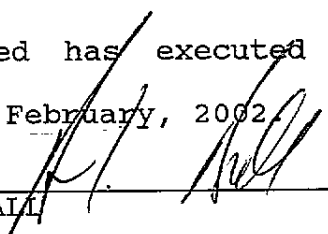
The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to the approval by the unanimous vote of the remaining members; provided that there be at least be one member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1st day of February, 2002.



ALAN BALL

Authorized Representative of
the Members

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of February, 2002, by ALAN BALL, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC



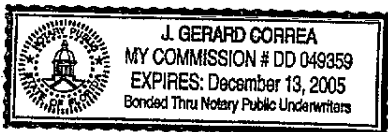
Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

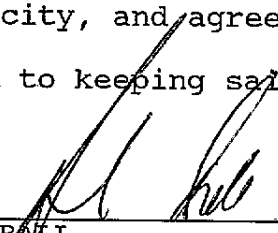
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That SERENDIPITY MOTEL-APARTMENTS, LLC, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of St. Pete Beach, County of Pinellas, State of Florida, has named ALAN BALL, whose address is 6901 Sunset Way, St. Pete Beach, Florida, 33706, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.



ALAN BALL
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA