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LIMITED LIABILITY AMENDMENT  
JACKSONVILLE HOSPITALITY ASSOCIATES, L.L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 7, 2000

JACKSONVILLE HOSPITALITY ASSOCIATES, L.L.C.  
600 WHARFSIDE WAY  
THE RIVERWALK  
JACKSONVILLE, FL 32207-8155

SUBJECT: JACKSONVILLE HOSPITALITY ASSOCIATES, L.L.C.  
REF: L00000001959

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
JACKSONVILLE HOSPITALITY ASSOCIATES, L.L.C.  
A LIMITED LIABILITY COMPANY**

Jacksonville Hospitality Associates, L.L.C., a Florida limited liability company (the "Company"), in order to amend and restate its Articles of Organization, does hereby certify as follows:

1. Its Articles of Organization were originally filed with the Florida Department of State on February 22, 2000.
2. These Amended and Restated Articles of Organization shall be effective upon their filing with the Florida Department of State.
3. These Amended and Restated Articles of Organization have been duly executed and are being filed in according with the requirements of Section 608.411(6), Florida Statutes.
4. The Articles of Organization of the Company are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this limited liability company is Jacksonville Hospitality Associates, L.L.C., referred to in these Articles of Organization as the Company.

**ARTICLE II  
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III  
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 600 Wharfside Way, The Riverwalk, Jacksonville, Florida 32207-8155.

Prepared by: Halcyon E. Skinner  
McGuire, Woods, Battle & Boothe LLP  
50 N. Laura St., Suite 3300  
Jacksonville, FL 32202  
(904) 798-2626  
Attorney Number 0169598

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**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is McGuire, Woods, Battle & Boothe LLP, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202, and its initial registered agent is RAX CO.

**ARTICLE V  
PURPOSE AND POWERS**

The 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 shall be managed by a Manager. The name and address of the Manager is as follows:

Renaissance Downtown Development Group, Inc.

600 Wharfside Way  
Jacksonville, FL 32207

The Manager shall hold office as provided in the Regulations.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's Regulations.

**ARTICLE VIII  
CONTINUATION OF BUSINESS**

The remaining Members of the Company may continue its business 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 the Member in the Company as provided in the Regulations of the Company.

**ARTICLE IX  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO REGULATIONS**

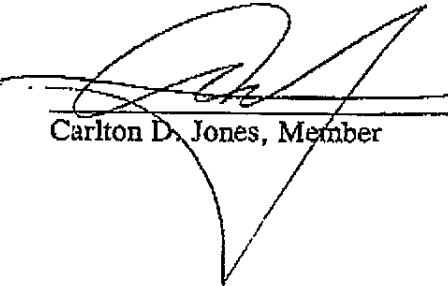
If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

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IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Organization as of this 26<sup>th</sup> day of May, 2000.



Carlton D. Jones, Member

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated Company, at the place designated in the above Amended and Restated Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. It is familiar with and accepts the obligation of a registered agent.

RAX CO

By: 

Halcyon E. Skinner

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