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March 20, 2000

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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RE: Organization of Simplicity / Hotel Division, L.L.C.

To whom it may concern:

Please find enclosed the following documents in connection with the organization of Simplicity / Hotel Division, L.L.C.:

1. The Articles of Organization of Simplicity / Hotel Division, L.L.C.;
2. A check in the amount of One Hundred Twenty Five and 00/100 (\$125.00) Dollars to cover the following items: (a) \$125.00 for a filing fee; and
3. Completed designation of registered agent from to be placed on file with the Department of State.

Please telephone me upon the filing of the enclosed Articles.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,

David S. Cohen
Attorney at Law

Enclosure
c/D/Tollius.002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Simplicity / Hotel Division, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2345 Sand Lake Road, Suite 120, Orlando, Florida 32809

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Initial Registered Agent

David S. Cohen, KORSHAK & BEAULIEU, 2345 Sand Lake Road, Suite 120,
Orlando, Florida 32809

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as determined by its members in accordance with the operating agreement for the company.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be by unanimous written consent of all remaining members or under a right to continue stated in the Operating Agreement of the Company.

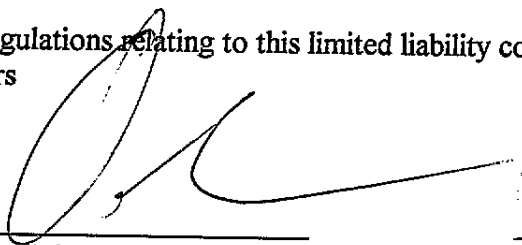
ARTICLE VII - Limitation on Agency Authority of Members

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

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ARTICLE VIII - Regulations must be in Writing

Any Regulations relating to this limited liability company must be in writing and signed by all members



David S. Cohen, Authorized Agent

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TALLAHASSEE, FLORIDA

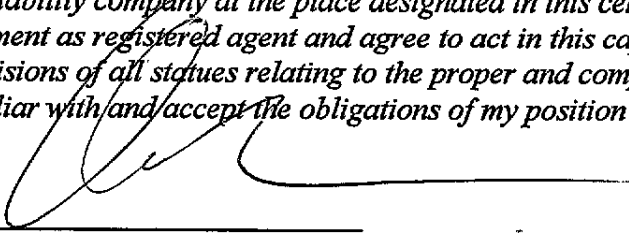
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: Simplicity/Hotel Division, L.L.C.
2. The name and the Florida street address of the registered agent are:

David S. Cohen
KORSHAK & BEAULIEU
2345 Sand Lake Road, Suite 120
Orlando, Florida 32809

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 and accept the obligations of my position as registered agent.



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