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April 28, 2000

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PLEASE RESPOND TO:  
MIAMI OFFICE

**Via Federal Express**

Registration Section

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

**Re: Riverwalk Hotels, LLC**

To whom it may concern:

Enclosed please find articles of incorporation for Riverwalk Hotels, LLC, a certificate of designation of registered agent and a check in the amount of \$160.00. I have also enclosed a stamped addressed return envelope for your convenience in returning a certified copy. If you should have any questions, please contact the undersigned.

Sincerely,

*Linda McGrath*

Stevan J. Pardo

*for*

500003233755--7  
-05/01/00--01144--011  
\*\*\*\*160.00 \*\*\*\*160.00

Name	
Liability	
001/01/00	
001/01/00	
001/01/00	
001/01/00	
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001/01/00	
Acknowledgment	DCC
W. P. Verifier	DCC

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00 MAY 22 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Completed*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 9, 2000

STEVAN J. PARDO  
ZARCO & PARDO  
100 SE 2ND STREET, SUITE 2700  
MIAMI, FL 33131

SUBJECT: RIVERWALK HOTELS, LLC  
Ref. Number: W00000012150

We have received your document for RIVERWALK HOTELS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 600A00025790

**ARTICLES OF ORGANIZATION FOR  
Riverwalk Hotels, LLC  
a Florida Limited Liability Company**

**ARTICLE I \_ Name:**

The name of the Limited Liability Company is: **Riverwalk Hotels, LLC**

**ARTICLE II \_ Address:**

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

c/o Stevan J. Pardo  
Zarco & Pardo, P.A.  
NationsBank Tower at International Place, 27<sup>th</sup> Floor  
100 S.E. 2<sup>nd</sup> Street  
Miami, Florida 33131

**ARTICLE III \_ Duration:**

The period of duration for the Limited Liability Company shall be: **perpetual.**

**ARTICLE IV \_ Management:**

(Check the appropriate box and complete the statement)

- ☐ The Limited Liability Company is to be managed by a manager or managers, and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- ☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Riverwalk Hotel Management, LLC  
c/o Zarco & Pardo, P.A.  
NationsBank Tower at International Place, 27<sup>th</sup> Floor  
100 S.E. 2<sup>nd</sup> Street  
Miami, Florida 33131

**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: none, unless first agreed upon, in writing, by all of the members.

**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: none, unless first agreed upon, in writing, by all of the members.

**~~ARTICLE VII \_ Affidavit of Membership and Contributions~~**

~~The undersigned member or authorized representative of a member of Riverwalk Hotels, LLC certifies:~~

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TALLAHASSEE, FLORIDA

1. ~~the above-named limited liability company has at least one member;~~
2. ~~the total amount of cash contributed by the member(s) is~~
3. ~~if any, the agreed value of property other than cash contributed by member(s) is~~
4. ~~the total amount of cash and property contributed and anticipated to be contributed by member(s) is~~

~~\$1,000~~

~~\$0~~

~~\$1,000~~

  
Signature of a member or an  
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.)

STEVAN J. PARDO

Typed or printed name of signee

Date: April 12<sup>th</sup>, 2000

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of April, 2000, by

Stevan J. Pardo

☒ personally known to me.

☐ took an oath.

☐ produced \_\_\_\_\_ as identification.

Linda McGrath Notary Public, Commission No. 794493  
(Signature)

Linda McGrath (Name of Notary typed, printed or stamped)



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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: **Riverwalk Hotels, LLC**
  
2. The name and the Florida street address of the registered agent are:

Stevan J. Pardo  
c/o Zarco & Pardo, P.A.  
NationsBank Tower at International Place, 27<sup>th</sup> Floor  
100 S.E. 2<sup>nd</sup> Street  
Miami, Florida 33131

*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.*

  
\_\_\_\_\_  
STEVAN J. PARDO

Dated: April 12<sup>th</sup> 2000

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00 MAY 24 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA