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Florida Department of State
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LIMITED LIABILITY COMPANY

Inns of Southwest Florida, LLC

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Fax Audit No. H000000322594

ARTICLES OF ORGANIZATION
OF
INNS OF SOUTHWEST FLORIDA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Inns of Southwest Florida, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 26056 Clarkston Drive, Bonita Springs, Florida 34135.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are David A. Meyers, 26056 Clarkston Drive, Bonita Springs, Florida 34135.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of a majority in interest of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority in interest of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the prior consent of a majority of the nonwithdrawing members of the Company.

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ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's operating agreement.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 16th day of June, 2000.

HOSPITALITY INVESTORS, LLC, a Florida
limited liability company

BY:

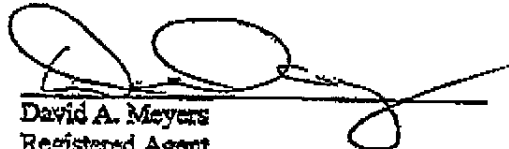

David A. Meyers, Managing Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Inns of Southwest Florida, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: June 16, 2000


David A. Meyers
Registered Agent

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