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Florida Department of State
Division of Corporations
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From:

Account Name : KALISH & WARD, P.A.
Account Number : 076245002115
Phone : (813) 222-8730
Fax Number : (813) 222-8701

LIMITED LIABILITY COMPANY
WATERS HOTEL PARTNERS II, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
WATERS HOTEL PARTNERS II, LLC**

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Company shall be: **WATERS HOTEL PARTNERS II, LLC**

**ARTICLE II
GENERAL POWERS**

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE III
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is c/o BayStar Hotel Group, LLC, 110 S. Hoover Boulevard, Suite 200, Tampa, Florida 33609.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is c/o Kalish & Ward, P.A., 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent is R. Reid Haney, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

Prepared and Filed by:
R. Reid Haney, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Ste. 4100
Tampa, FL 33602
Tel No.: (813) 222-8700
Fax No.: (813) 222-8701
Florida Bar No. 709220

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ARTICLES OF ORGANIZATION
OF WATERS HOTEL PARTNERS II, LLC

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ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any (the "Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of one or more managing members. The name and current address of the initial managing member is set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

Ford B. Smith
c/o BayStar Hotel Group, LLC,
110 S. Hoover Boulevard, Suite 200
Tampa, FL 33609

ARTICLE VII
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

ARTICLE VIII
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

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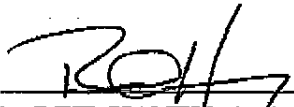
**ARTICLES OF ORGANIZATION
OF WATERS HOTEL PARTNERS II, LLC**

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**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of WATERS HOTEL PARTNERS II, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 15th day of September, 2000.



R. REID HANEY, Authorized
Representative of the Members

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OF WATERS HOTEL PARTNERS II, LLC

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of WATERS HOTEL PARTNERS II, LLC, the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 15th day of September, 2000.


R. REID HANEY

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