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Thomas C. Santoro
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December 7, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: EMERALD HOTELS USA LTD COMPANY

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Organization of Emerald Hotels USA LTD Company

I have also enclosed my check in the amount of \$125.00 to cover the filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

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enc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

THOMAS C. SANTORO
1700 WELLS RD
SUITE 5
ORANGE PARK, FL 32073

SUBJECT: EMERALD HOTELS USA LTD COMPANY
Ref. Number: W00000029875

We have received your document for EMERALD HOTELS USA LTD COMPANY and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 900A00064028

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ARTICLES OF ORGANIZATION OF EMERALD HOTELS USA LTD COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be EMERALD HOTELS USA LTD COMPANY, and its principal office shall be located at Kudos House, Kill, County Kildare, Ireland, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is Kudos House, Kill, County Kildare, Ireland.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign,

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or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

This Article may be amended from time to time in the regulations of the

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TALLAHASSEE
FLORIDA

limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two (2) managers initially. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

PATRICK RUSSELL , Officer/Director
The Old Forge
Hill of Down
Clonard
County Merth
Ireland

BERNARD CATTERALL, Officer/Director
PO Box 191
Preston
Lancashire
PR1 8FB
United Kingdom

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII**PROFITS AND LOSSES**

- (a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.
- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1700 Wells Road, Suite 5, City of Orange Park, County of Clay, State of Florida, and the name of the company's initial registered agent at that address is THOMAS C. SANTORO, Attorney At Law, 1700 Wells Road, Suite 5, Orange Park, Florida 32073.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles Organization of EMERALD HOTELS USA LTD COMPANY, executed by the undersigned at DUBLIN IRELAND on this 4TH day of AUGUST, 2000.

Patrick Russell
PATRICK RUSSELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of _____

County of _____

In compliance with Florida Statutes § 608.407(2), the undersigned member or authorized representative of a member of EMERALD HOTELS USA LTD COMPANY, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by each of the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by the members is \$200.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit (if any).
4. The total amount of cash or property anticipated to be contributed by the members is \$100.00 each. This total includes the amounts from 2 and 3 above.

Patrick Russell
PATRICK RUSSELL

The foregoing instrument was acknowledged before me this 4th day of AUGUST, 2000, by PATRICK RUSSELL on behalf of EMERALD HOTELS USA LTD COMPANY, a Limited Liability Company. He is personally known to me or has produced A PASSPORT as identification.

Patrick Enright
[Notary's signature]
Print Name: PATRICK ENRIGHT
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of _____
County of _____

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is EMERALD HOTELS USA LTD COMPANY.

The name of the registered agent for EMERALD HOTELS USA LTD COMPANY is THOMAS C. SANTORO, Attorney At Law, and the street address of the company's principal office where the agent is located is 1700 Wells Road, Suite 5, Orange Park, Florida 32073.

This statement is to acknowledge that, as indicated above, EMERALD HOTELS USA LTD COMPANY, has appointed me, THOMAS C. SANTORO, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 4th day of August, 2000.

EMERALD HOTELS USA
LTD COMPANY

REGISTERED AGENT:

Patrick Russell
By: PATRICK RUSSELL

THOMAS C. SANTORO

The foregoing instrument was acknowledged before me this _____ day of _____, 2000, by PATRICK RUSSELL, agent on behalf of EMERALD HOTELS USA LTD COMPANY, a Limited Liability Company. He is personally known to me or has produced _____ as identification.

Patrick Enright
[Notary's signature]

Print Name: Patrick Enright

Notary Public

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TALLAHASSEE, FLORIDA

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