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AUTHORIZATION :

Patricia Pigato

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ORDER DATE : May 8, 2001

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ORDER NO. : 142529-005

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

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OFFICE OF CORPORATIONS
2001 MAY -8 PM 12:54
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DOMESTIC FILING

NAME: U.S. HOTEL MANAGEMENT, L.L.C.

700004163247--5

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

APPROVED
AND
FILED
01 MAY -8 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
580

**ARTICLES OF ORGANIZATION
OF
U.S. HOTEL MANAGEMENT, L.L.C.**

The undersigned, being the sole initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopt and submit the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **U.S. HOTEL MANAGEMENT, L.L.C.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4901 Tamiami Trail North, Naples, Florida 34103.**

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4901 Tamiami Trail North, Naples, Florida 34103**, and the name of the initial registered agent at such address is **U.S. Investor Services, Inc.**, a Florida corporation.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

01 MAY -8 PM 1:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

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AND
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**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII
INITIAL MANAGERS**

The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be two (2). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the members who shall serve as managers until their successors are elected and qualified are:


**Oakbrook Hotels & Resorts, L.L.C., a Delaware limited liability company
1600 E. Main Street, Suite B
St. Charles, IL 60174**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

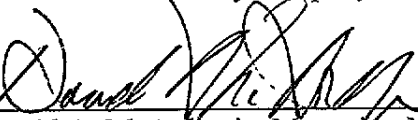
Gulf Shore Investments, Inc., a Florida corporation
4901 Tamiami Trail North
Naples, Florida 34103


IN WITNESS WHEREOF, the undersigned, being the sole initial members of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, have executed these Articles of Organization as of this 4th day of May, 2001.

GULF SHORE INVESTMENTS, INC., a Florida corporation

By: 
Rainer N. Filthaut, its President

OAKBROOK HOTELS & RESORTS, L.L.C., a Delaware limited liability company

By: 
David A. McArdle, its ~~Managing~~ Member

By: 
Frank S. Scarlati, Jr., its ~~Managing~~ Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, RAINER N. FILTHAUT, as President of U.S. INVESTOR SERVICES, INC., a Florida corporation, having been duly designated to act as registered agent and to accept service of process for U.S. Hotel Management, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

U.S. INVESTOR SERVICES, INC. a
Florida corporation, Registered Agent


By: 
Rainer N. Filthaut
Its: President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 4 day of May, 2001, by RAINER N. FILTHAUT, as President of U.S. INVESTOR SERVICES, INC., a Florida corporation, who is personally known to me or has produced a Florida's drivers license as identification.



Cheryl D. Turner
MY COMMISSION # CC830941 EXPIRES
July 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public **CHERYL D. TURNER**
State of Florida at Large July 12, 2003
My Commission Expires: CC 830941

(Notary Seal)

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APPROVAL
AND
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01 MAY - 8 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA