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200 N. THORNTON AVENUE
ORLANDO, FL 32801-2164

April 27, 2001

Secretary of State
Division of Corporations
Attn: Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Limited Liability Companies registration:
Southern Hotels Management, L.L.C.;

800004134838--6
-05/03/01--01134--014
****160.00 ****160.00

Dear Madam:

Please find enclosed the following documents:

1. Articles of Organization of Southern Hotels Management, L.L.C.
2. Check in the amount of 160.00, which represents the following:
 - a) Filing fee \$125.00
 - b) Certified copy \$30.00
 - c) Fee for certificate of good standing \$5.00

Thank you for your assistance.

Very truly yours,


R. Patrick Phillips, Esq.

RPP/hmr
enc.
cc: Mr. Ashok Patel

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SOUTHERN HOTELS MANAGEMENT, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SOUTHERN HOTELS MANAGEMENT, L.L.C..

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 4506 Crichton Lane, Orlando, Florida 32806.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall terminate not later than February 1, 2031, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is R. Patrick Phillips, Esq., 200 N. Thornton Avenue, Orlando, Florida 32801.

ARTICLE V - CAPITAL CONTRIBUTIONS

The member or members of the company shall contribute to the capital of the company the cash or property as they may from time to time in their discretion determine.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

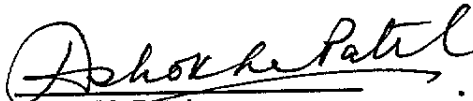
Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members.

ARTICLE VIII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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. The name and address of the initial member of the company is Ashok M. Patel and Devyani A. Patel, 4506 Crichton Lane, Orlando, Florida 32806.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as an authorized organizer and member of
SOUTHERN HOTELS MANAGEMENT, L.L.C. has made and subscribed these Articles of Organization
at Orlando, Florida on April 27, 2001.



Ashok M. Patel
4506 Crichton Lane
Orlando, Florida 32806
(407) 851-5488

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 27th day of April 2001, by Ashok M. Patel, who is
personally known to me or who produced _____ as identification.


Notary Public, State of Florida at Large



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TALLAHASSEE, FLORIDA

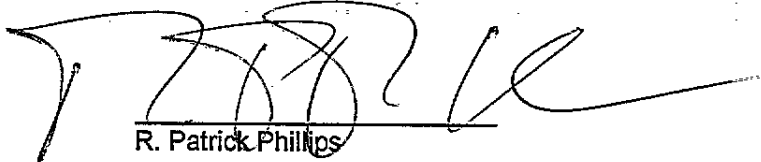
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, SOUTHERN HOTELS MANAGEMENT, L.L.C. 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 SOUTHERN HOTELS MANAGEMENT, L.L.C.
2. The name and street address of the registered agent in Florida is:

R. Patrick Phillips
200 N. Thornton Avenue
Orlando, Florida 32801-2164

The undersigned, being the person named in the articles of organization of SOUTHERN HOTELS MANAGEMENT, L.L.C., 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 accepts the obligations of the position of registered agent.


R. Patrick Phillips

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