

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LD100000DB592

Heaven - A Key West Resort, LLC

0

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 30 PM 1:46

APPROVED
AND
FILED

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

01 MAY 30 AM 11:19
DIVISION OF CORPORATION

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/30/01

Order#: 4455322

300004334303--4
-05/30/01--01031-018
Ref#: *****125.00 *****125.00

300004334303--4
Amount: \$ -05/30/01--01031-018
*****30.00 *****30.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

JB
5-30-01

HEAVEN - A KEY WEST RESORT, LLC
ARTICLES OF ORGANIZATION

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be "Heaven - A Key West Resort, LLC".

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

6000 Executive Boulevard, Suite 700
Rockville, Maryland 20852

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

GT Corporation System

1200 South Pine Island Road

PLantation, FL 33324

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to the Articles of Organization.

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TALLAHASSEE, FLORIDA

ARTICLE VI. MANAGEMENT

The Company shall be managed by the Member and such officers as may be appointed by the Members.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole Member has executed these Articles of Organization on this 22nd day of May, 2001.

By: 

Name: Joel S. Meisel

Title: Member

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

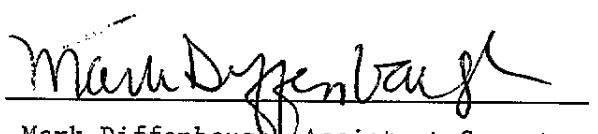
Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That Heaven - A Key West Resort, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 6000 Executive Boulevard, Suite 700, Rockville, Maryland 20852, has named CT Corporation System, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Company Act.

Dated: May 25, 2001


Mark Diffenbaugh, Assistant Secretary
CT Corporation System

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA