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FLORIDA BAR BOARD CERTIFIED ESTATE
PLANNING AND PROBATE ATTORNEY
AND TAX ATTORNEY

RICE & ROBINSON, P.A.
BANKRUPTCY/CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

June 21, 2001

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-06/27/01-01035-002
****155.00 ****155.00

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32399

RE: Seashell Motel, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization and Designation of Registered agent for the above-referenced corporation. Also enclosed is a check payable to the Secretary of State in the amount of \$155.00 for the filing and certified copy of same. Please forward the certified copy to the Registered Agent at his address.

Should you have any questions, please contact me at your earliest convenience at 305-293-8888.

Very truly yours,


Michael L. Browning

Enclosures as stated

cc: Michael L. Browning

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

SEASHELL MOTEL, L.L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "SEASHELL MOTEL, L.L.C."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office as follows:

Mailing Address/Street Address:

402 Applerouth Lane
Key West, Florida 33040

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 402 Applerouth Lane, Key West, FL 33040. The name of the registered agent at such registered office is MICHAEL L. BROWNING, ESQ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company; (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of the Articles of Organization and any operating agreement then governing this limited liability company in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

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ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by Co-Managers, MICHAEL L. BROWNING, ESQ. and THOMAS J. SIRECI, JR., ESQ., during their joint lifetimes and no other persons or individuals shall have the right to so manage this limited liability company unless both MICHAEL L. BROWNING, ESQ. and THOMAS J. SIRECI, JR., ESQ., resign, die, voluntarily retire or consent in writing to a Successor Manager. Accordingly, this limited liability company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so co-managed by MICHAEL L. BROWNING, ESQ. and THOMAS J. SIRECI, JR., ESQ. until both resign, die, retire or consent to a Successor Manager. Upon both MICHAEL L. BROWNING, ESQ. and THOMAS J. SIRECI, JR., ESQ.'s resignations, death, retirement or consent to a Successor Manager, whichever first occurs, in such event, a Successor Manager shall be selected in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this limited liability company. In accordance with the foregoing, the names and addresses of the Co-Managers of this limited liability company are:

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| <u>Name of Manager</u> | <u>Address</u> |
|-----------------------------|--|
| MICHAEL L. BROWNING, ESQ. | 402 Applerouth Lane, Key West, Florida 33040 |
| THOMAS J. SIRECI, JR., ESQ. | 402 Applerouth Lane, Key West, Florida 33040 |

ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership and operation of motels, hotels, guest houses, and any business engaged in the hotel

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industry.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 18th day of June, 2001.

SEASHELL MOTEL, L.L.C.

By: 
MICHAEL L. BROWNING, ESQ.
Member

By: 
THOMAS J. SIRECI, JR., ESQ.
Member

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STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME personal appeared MICHAEL L. BROWNING, ESQ., the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person

described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of June, 2001.



Jan Rains
MY COMMISSION # CC826641 EXPIRES
April 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Jan Rains
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF MONROE) SS.

BEFORE ME personal appeared THOMAS J. SIRECI, JR., the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

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TALLAHASSEE, FLORIDA

WITNESS my hand and official seal this 18th day of June, 2001.



Jan Rains
MY COMMISSION # CC826641 EXPIRES
April 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Jan Rains
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:

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

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is
submitted:

That SEASHELL MOTEL, L.L.C. desiring to organize or qualify under the laws of the
State of Florida as a limited liability company with its principal place of business in the City of
Key West, State of Florida, has named MICHAEL L. BROWNING, ESQ. located at 402
Applerouth Lane, Key West, Florida 33040, as its agent to accept service of process.

Signature: 

THOMAS J. SIRECI, JR., ESQ.

Title: Member

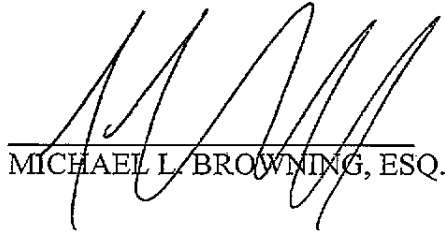
Date: 6.18.01

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida limited liability company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


MICHAEL L. BROWNING, ESQ.

6.18.01
DATE

Articles of Organization

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