

201000013300

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000088723 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : BAKER & MCKENZIE
Account Number : 074222002135
Phone : (305)789-8900
Fax Number : (305)789-8953

AL

LIMITED LIABILITY COMPANY

Cardel Hotels LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

Baker & McKenzie # 50149543 -000001

FILED
01 AUG -9 PM 1:57
TALLAHASSEE, FLORIDA

RECEIVED
01 AUG -9 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000088723 1)))

ARTICLES OF ORGANIZATION
OF
CARDEL HOTELS LLC
a Florida limited liability company

FILED
01 AUG -9 PM 1:57
TALLAHASSEE, FLORIDA

1. The name of this limited liability company is **CARDEL HOTELS LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business, street address and the mailing address of the Company is:

3265 NW 87th Avenue
Miami, FL 33172

4. The name and street address of the registered agent of the Company is:

Carlos J. Rodriguez
3265 NW 87th Avenue
Miami, FL 33172

5. The Company is to be a manager-managed company.
6. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company operating agreement shall be vested in the Company's members.

((H01000088723 1)))

(((H01000088723 1)))

7. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of **CARDEL HOTELS LLC**, has executed these Articles of Organization this 8th day of August, 2001.

MEMBER:


CARLOS J. RODRIGUEZ

CLAY COUNTY, FLORIDA
TALLAHASSEE, FLORIDA

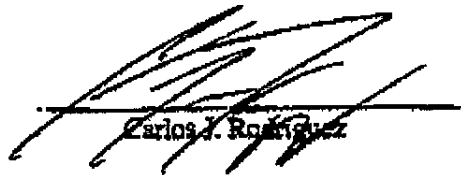
01 AUG -9 PM 1:57

FILED

((H01000088723 1))

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **CARDEL HOTELS LLC**, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.


Carlos J. Rodriguez

FILED

01 AUG -9 PM 1:57

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA