

L0100000/3353

Florida Department of State
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Account Name : BUSINESS FILINGS
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LIMITED LIABILITY COMPANY
BOUTIQUE HOTELS & RESORTS INTERNATIONAL LLC

Certificate of Status	1
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FAX AUDIT # 11010000000585

**ARTICLES OF ORGANIZATION
OF
BOUTIQUE HOTELS & RESORTS INTERNATIONAL LLC**

ARTICLE I NAME

The name of the limited liability company shall be: **BOUTIQUE HOTELS & RESORTS INTERNATIONAL LLC**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 1221 Brickell Ave., Ste 900, Miami, Florida 33131.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the County of Miami-Dade.

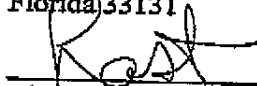
ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2041.

ARTICLE V MANAGERS

The management of the limited liability company is reserved for the Managers and the names and addresses of the managers of the Limited Liability Company are:

Martin H. Buehler, 16711 Collins Avenue, Apt. 2503, Sunny Isles Beach, Florida 33160
Max Friedli, 124 St. Mary's Street, Boston, Massachusetts 02215
Joseph E. Hill, 8 Park Plaza, Boston, Massachusetts 02216
First Capital Hospitality Financial Group, 1221 Brickell Avenue, Ste. 900, Miami, Florida 33131


Richard Oster, Vice President, Business Filings Incorporated.

Prepared by Richard Oster, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.
(608) 827-5300.

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: **BOUTIQUE HOTELS & RESORTS
INTERNATIONAL LLC**

The name and address of the registered agent and office is Business Filings Incorporated,
1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the County of
Miami-Dade.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I 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 I am familiar with and accept the obligations of my
position as registered agent.

Signature: 
Business Filings Incorporated, Richard Oster, V.P.

Date: August 9, 2001

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