

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L01000018214
FILED
October 22, 2001
Sec. Of State**

Article I

The name of the Limited Liability Company is:

4TH STREET DEVELOPMENT PARTNERS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

330 4TH ST. NORTH
ST. PETERSBURG, FL. 33701

The mailing address of the Limited Liability Company is:

330 4TH ST. NORTH
ST. PETERSBURG, FL. 33701

Article III

The name and Florida street address of the registered agent is:

WINDROSE HOTEL GROUP, LLC
330 4TH ST. NORTH
ST. PETERSBURG, FL. US 33701

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: HOWARD J. WILLIS

Article IV

The Limited Liability Company is a manager managed company

Article V

The name and address of members/managers are:

Title: MGRM
DAVID MOORE,
330 4TH ST. NORTH
ST. PETERSBURG, FL. 33701

WINDSTONE DEVELOPMENT INTL. LLC
330 4TH ST. NORTH
ST. PETERSBURG, FL. 33701

Title: MGR
FRED WHALEY
330 4TH ST. NORTH
ST. PETERSBURG, FL. 33701

Article VI

Article V

ARTICLES OF ORGANIZATION OF 4TH ST. PARTNERS, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article VI

1. Name. The name of this Limited Liability Company is 4th Street Partners, LLC
2. Duration. The latest date upon which the limited liability company is to dissolve is December 31, 2099
3. Mailing Address. The company's mailing and street address is: 330 4th Street North, St. Petersburg, FL 33701
4. Registered Agent and Office. The name of the initial registered agent of the company is: WindRose Hotel Group, LLC. The street and mailing address is: 330 4th St. North, St. Petersburg, FL, 33701
5. Additional Members. Additional members to the Company may be admitted, but only if the two co-managing members both agree to the admission of the additional members and to the terms of admission.

Article VII

6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Voting Agreement. Moore and Windstone hereby agree for the duration of the Company to always vote in a manner which shall insure that neither Moore nor Windstone's representative in the Company may be voted out or expelled from the Company without an agreement in writing by the party being sought to be removed or expelled.
8. Management of the Company. The management of the limited liability company is reserved to the members, through a

Article VI (continued)

managing member or co-managing members. The following will be the initial managing member:

(8. continued) Name and Address: Windstone Development International, LLC, represented initially by Howard J. Willis, 330 4th St. North, St. Petersburg, FL 33701

9. Regulations. The members of the Company shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company unless otherwise stated and included in this and other Articles of Organization herein. These Regulations and other rules and conditions shall be incorporated by reference and hereby considered a part of these Articles by the Attached Exhibit.

10. Date of Existence of Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State. The undersigned executed these Articles of Organization effective as of the 22nd day of October, 2001.

Howard J. Willis

Article VII

Article VIII

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement designating the registered office and registered agent, in the State of Florida.

1. The name of the limited liability company is:

4th Street Partners, LLC

2. The name and address of the registered agent and office is: WindRose Hotel Group, LLC 330 4th St. North St. Petersburg, FL 33701

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent.

WindRose Hotel Group, LLC

Registered Agent

W. David Moore

Date: 10/22/01

Co-Managing Member

Signature of member or an authorized representative of a member

Signature: Howard J. Willis

Signature of member or an authorized representative of a member

Signature: HOWARD J. WILLIS