



THE UNITED STATES CORPORATION COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 643538 4336159

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 125.00

ORDER DATE : January 8, 2002

ORDER TIME : 2:02 PM

ORDER NO. : 643538-005

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CUSTOMER NO: 4336159

CUSTOMER: Ms. Sherry Nicholson Stutzman & Bromberg

Suite 2200 2323 Bryan Street Dallas, TX 75201

DOMESTIC FILING

NAME: WHITECAPS HOTEL PARTNERS II, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

Handwritten initials and date 1/10

Handwritten number 38

**ARTICLES OF ORGANIZATION  
OF  
WHITECAPS HOTEL PARTNERS II, L.L.C.**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I  
NAME**

The name of the Company is **WHITECAPS HOTEL PARTNERS II, L.L.C.**

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations or the Act.

**ARTICLE III  
ADDRESS**

The mailing and street address of the principal office of the Company is **1400 Gulf Shore Blvd. North, Suite 200, Naples, Florida 34102.**

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

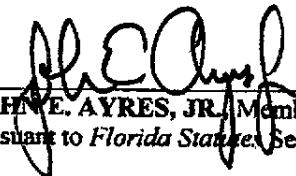
The street address of the initial registered office of the Company is **1400 Gulf Shore Blvd. North, Suite 200, Naples, Florida 34102.**, and the name of the initial registered agent of the Company at that address is **John E. Ayres, Jr.**

**ARTICLE V  
MANAGEMENT OF THE COMPANY**

Management of the Company shall be vested in a manager and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th day of January, 2002.

MEMBER

  
\_\_\_\_\_  
**JOHN E. AYRES, JR.** Member of the Company,  
pursuant to *Florida Statute*, Section 608.407(1)(h)

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 8<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
JOHN E. AYRES, JR.

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