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Florida Department of State
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From:

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AL

LIMITED LIABILITY COMPANY

Brevard Hotel Associates, LLC

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**ARTICLES OF ORGANIZATION
OF
BREVARD HOTEL ASSOCIATES, LLC**

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 FEB 11

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company shall be Brevard Hotel Associates, LLC (the "Company").

ARTICLE II - DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV - ADDRESS

The initial street and mailing address of the principal place of business of the Company is 3150 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE V - REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is Gary B. Frese.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Member(s) of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be one (1). The name and address of such initial manager is as follows:

WILLIAM ROGER PARSONS

3150 N. Atlantic Avenue
Cocoa Beach, Florida 32931

ARTICLE IX - ADOPTION OF OPERATING AGREEMENT

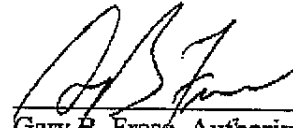
The Members of the Company shall adopt the Operating Agreement which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X - AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by majority vote of the Members.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged
them to be my act this 11th day of February, 2002.



Gary B. Frese, Authorized Representative

I hereby state that I am familiar with and accept the duties and responsibilities as registered
agent for said limited liability company.



Gary B. Frese, Registered Agent

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