

L02000005324

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

The Villa Hotel LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

La Villa Hotel LLC

Article II. Address

The Company's street and mailing address is::

La Villa Hotel LLC
2601 South Bayshore Drive
Suite 1200
Miami FL 33133

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Article III. Registered Agent

The name and street address of the Company's registered agent is:

NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street, #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

Joseph Horn
2601 South Bayshore Drive, Suite 1200 Miami FL 33133

Ricardo Eichenwald
2601 South Bayshore Drive, Suite 1200 Miami FL 33133

Ralph Horn
2601 South Bayshore Drive, Suite 1200 Miami FL 33133

Nelson Slosbergas
501 Brickell Key Drive, Suite 400 Miami FL 33131

Stephen A. Freeman
520 Brickell Key Drive, Suite 0-305 Miami FL 33131

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Article VI. Limitations on Powers of Managers and Officers

The signature of two (2) managers and/or officers of the Company shall be required in order to:

- a. Change the business of the Company from that in which it is presently engaged;
- b. Sell or otherwise dispose of all or substantially all of the assets of the Company;
- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Company, or cause the Company to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Company;
- d. Borrow any money or property or otherwise obtain financing for the Company, other than credit purchases of goods and services on a current basis and in the normal course of business;
- e. Assign the right of the Company on specific Company property for other than Company purposes;

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- f. Make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond;
- g. Assign, transfer, pledge, compromise, or release any claim of the Company except for full payment, or arbitrate, or consent to the arbitration of any of its disputes or controversies;
- h. Initiate, terminate or settle any legal proceedings to which the Company is a party;
- i. Cause the business of the Company to be conducted other than in the ordinary course;
- j. Enter into any contract or agreement requiring a distribution of funds in excess of \$1,000.00; and
- k. Approve or cause a public offering of the Units.

Article VII. Organizer


The name and address of the organizer is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VIII. Company Existence

The Company's existence shall begin effective as of March 5, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on March 5, 2002.


CORPORATE CREATIONS INTERNATIONAL INC.
Randy A. Fernandez, Vice President

Date: March 5, 2002

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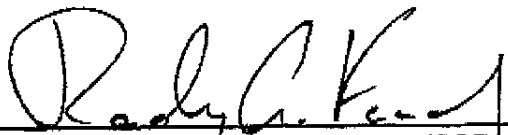
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
La Villa Hotel LLC

REGISTERED AGENT/OFFICE:
NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES INC.
Nelson Slosbergas President
by R. A. Fernandez as attorney-in-fact
Date: March 5, 2002

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