

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RSW Hospitality LLC

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02 MAY -6 PM 3:05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File
☒ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
☒ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
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Signature _____

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Name

Date

Time

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

RSW HOSPITALITY, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

Article I – Name

The name of the limited liability company shall be RSW HOSPITALITY, L.L.C. ("Company").

Article II – Address

The mailing address of the principal office of the Company is P.O. Box 61212, Fort Myers, Florida 33906 and street address of the principal office of the Company is 4720 SE 15th Avenue, Ste. 201, Cape Coral, Florida 33904.

Article III – Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

Article IV – Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Timothy J. Bruehl, at 5400 Pine Island Road, Suite D, Bokeelia, Florida 33933.

Article V – Admission of New Members

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

Article VI – Members' Right To Continue Business

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The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrences of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

Article VII – Management

The company is to be and shall be managed, in accordance with Operating Agreement for the Company, by a manager, and the name and address of the manager is:

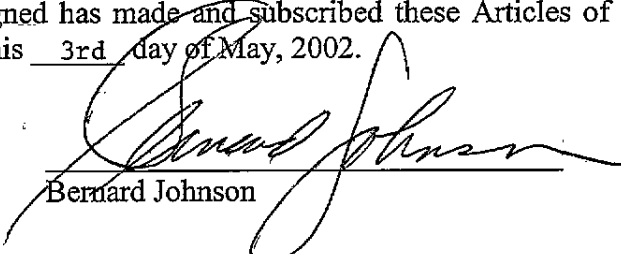
Bernard Johnson
P.O. Box 61212
Fort Myers, FL 33906

As long as BERNARD JOHNSON is the manager, the manager shall have the power to adopt, alter, amend, or repeal the Operating Agreement. Thereafter, the Operating Agreement may be amended, altered, or repealed in accordance with its terms.

Article VIII – Voting Rights

As long as BERNARD JOHNSON, is a member of this Company, he shall be the only member who shall have voting rights, and all other members shall have no voting rights, except as otherwise provided by applicable law. At such time as BERNARD JOHNSON, ceases to be a member of this Company, the members shall vote in proportion to their then-current percentages or other interest in the profits of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Bokeelia, Lee County, Florida this 3rd day of May, 2002.


Bernard Johnson

STATE OF FLORIDA
COUNTY OF LEE

BERNARD JOHNSON acknowledged the foregoing Articles of Organization before me this 3rd day of May, 2002. He personally known to me (X) or produced ()
_____ as identification.

My Commission expires:


Notary Public



Eileen M. Grover
MY COMMISSION # DD060400 EXPIRES
October 23, 2005
BONDED THRU TROY FARM INSURANCE, INC.

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

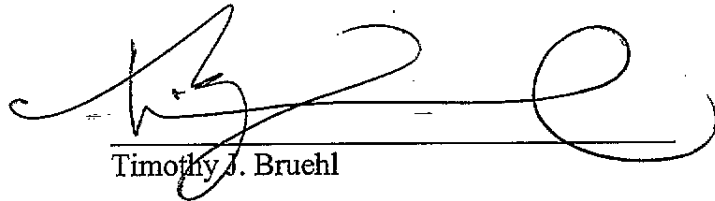
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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is RSW HOSPITALITY, L.L.C..
2. The name and the Florida street address of the registered agent are:

TIMOTHY J. BRUEHL
5400 Pine Island Road, Suite D
Bokeelia, FL 33922

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.



Timothy J. Bruehl