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LIMITED LIABILITY COMPANY**BROOKLYN HOTEL LLC**

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**ARTICLES OF ORGANIZATION
OF
BROOKLYN HOTEL LLC**

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: BROOKLYN HOTEL LLC (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

227 First Street, Suite 6
Miami Beach, FL 33139

ARTICLE III

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

ADELE I. STONE, ESQUIRE
c/o Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1945 Tyler Street
Hollywood, Florida 33020

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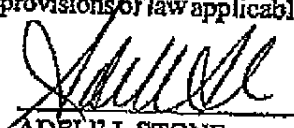
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THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated: May 13, 2002


CHAPMAN DUCOTE

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.


ADELE I. STONE

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