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**ROSSWAY MOORE  
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER  
5070 NORTH HIGHWAY A-1-A  
SUITE 200  
VERO BEACH, FLORIDA 32963

May 20, 2002

JOHN E. MOORE, III\*  
BRADLEY W. ROSSWAY  
J. ATWOOD TAYLOR, III\*  
THOMAS W. TIERNEY\*\*  
MICHAEL J. SWAN  
OF COUNSEL

TELEPHONE  
(561) 231-4440  
FACSIMILE  
(561) 231-4430

\*ALSO ADMITTED IN  
THE DISTRICT OF COLUMBIA  
\*\*ALSO ADMITTED IN  
CALIFORNIA

Secretary of State  
State of Florida  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

100005599461--3  
-05/23/02--01037--001  
\*\*\*\*\*125.00 \*\*\*\*\*125.00

RE: *Riversuites Vero, L.L.C.*

Ladies and Gentlemen:

In regard to the above, please find enclosed the original Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee.

Thank you for your assistance.

Sincerely,

J. Atwood Taylor, III

FILED  
02 MAY 23 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Encs.

CC: Mr. Michael G. Thorpe, w/enc.

**ARTICLES OF ORGANIZATION**  
**FOR**  
**RIVERSUITES VERO, L.L.C.**

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1. **ARTICLES OF ORGANIZATION.**

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company is as follows:

**RIVERSUITES VERO, L.L.C.**

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

**5089 North Highway A-1-A, Vero Beach, Florida 32963**

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**TALLAHASSEE, FLORIDA**

**ARTICLE III**  
**DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV**  
**MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the members are as follows:

**MICHAEL G. THORPE**  
5089 North Highway A-1-A  
Vero Beach, Florida 39263;

**RICHARD ERENBERG**  
79 Alexander Drive  
McMurray, Pennsylvania 15317;

**JOAN TOCCO**  
850 Third Avenue, 17<sup>th</sup> Floor  
New York, New York 10022;

**STEPHEN ERENBERG**  
850 Third Avenue, 17<sup>th</sup> Floor  
New York, New York 10022;

**DOUGLAS ENGEL**  
5614 Cedar Creek  
Houston, Texas 77056;

**CRAIG LIEBOLD**  
1025 South Shepard, Unit 405  
Houston, Texas 77019.

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**TALLAHASSEE, FLORIDA**

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the members; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

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**TALLAHASSEE, FLORIDA**

**ARTICLE VI**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company have the right to continue the business on 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 Limited Liability Company

**ARTICLE VII**  
**PURPOSE**

This Limited Liability Company has been formed by the members for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or

otherwise dealing in or disposing of real and personal property and for any and all other legal purposes to which the members may elect from time to time to put the said Limited Liability Company.

#### **ARTICLE VIII** **AMENDMENTS**

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

#### **ARTICLE IX** **GOVERNANCE AND OPERATION**

This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed operating agreement or member agreement between the members.

**IN WITNESS WHEREOF**, the undersigned members have caused these presents to be executed on the date(s) set forth below.

  
\_\_\_\_\_  
MICHAEL G. THORPE

Date: April 30, 2002

  
\_\_\_\_\_  
RICHARD ERENBERG

Date: April 30, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
JOAN TOCCO

Date: April 24, 2002

  
STEPHEN ERENBURG

Date: April 24, 2002

DOUGLAS ENGEL

Date: April \_\_\_\_\_, 2002

CRAIG LIEBOLD

Date: April \_\_\_\_\_, 2002

2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE.

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415  
OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED  
LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED  
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **RIVERSUITES VERO, L.L.C.**
2. The name and address of the Registered Agent and Office is as follows:

**J. ATWOOD TAYLOR, III**  
**5070 N. Highway A-1-A, Suite 200**  
**Vero Beach, Florida 32963**

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.

  
\_\_\_\_\_  
**J. ATWOOD TAYLOR, III**

Date: April 30, 2002

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**FILED**  
**02 MAY 23 PM 2:54**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

\_\_\_\_\_  
**JOAN TOCCO**

Date: April \_\_\_\_\_, 2002

\_\_\_\_\_  
**STEPHEN ERENBERG**

Date: April \_\_\_\_\_, 2002

  
\_\_\_\_\_  
**DOUGLAS ENGEL**

Date: April 2, 2002

May

\_\_\_\_\_  
**CRAIG LIEBOLD**

Date: April \_\_\_\_\_, 2002

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JOAN TOCCO

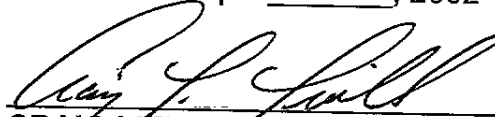
Date: April \_\_\_\_\_, 2002

STEPHEN ERENBERG

Date: April \_\_\_\_\_, 2002

DOUGLAS ENGEL

Date: April \_\_\_\_\_, 2002

  
CRAIG LIEBOLD LIEBOLD

Date: April 26, 2002

2. **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
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\_\_\_\_\_  
**J. ATWOOD TAYLOR, III**

Date: April 20, 2002

*May*

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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