

GRIES & LENHARDT, P.L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

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LB2000014399

June 3, 2002

Registration Section
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, FL 32314

900005695649--4
-06/07/02--01007--002
****250.00 ****125.00

Re: R.E.A.L. Hospitality, LLC & Burrito Bay I, LLC

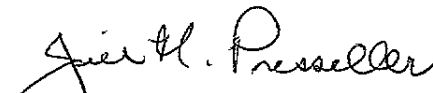
Dear Sir/Madam:

Enclosed for filing please find the following:

- 1) Articles of Organization of R.E.A.L. Hospitality, LLC;
- 2) Articles of Organization of Burrito Bay I, LLC;
- 3) A check payable to the Florida Department of State in the amount of \$250.00 as the filing fees for Articles of Organization and the fees for designation of registered agent.

If you have any questions, do not hesitate to contact me at the telephone number listed above.

Yours very truly;


Jill M. Presseller

JMP/mk
Enclosures
c: Brian Gilbert

FILED
02 JUN -6 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/11/02

ARTICLES OF ORGANIZATION OF

R.E.A.L. HOSPITALITY, LLC

ARTICLE I - NAME

The name of this limited liability company is R.E.A.L. Hospitality, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of this limited liability company is 3871 Midshore Drive, Naples, Florida 34109.

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE

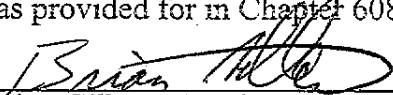
3.01 Registered Agent: The name of the registered agent is:

Brian Gilbert

3.02 Registered office: The Florida street address of the registered agent is:

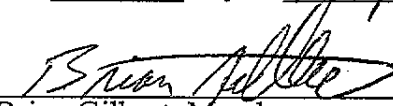
3871 Midshore Drive
Naples, Florida 34109

3.03 Registered Agent's Statement: 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 as provided for in Chapter 608, F.S.


Brian Gilbert - Registered Agent

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true

IN WITNESS WHEREOF, I have hereunto executed these Articles of Organization
this 28TH day of MAY, 2002.


Brian Gilbert, Member

FILED
02 JUN -6 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA