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LAW OFFICES OF DAVID S. CONEN, LC

5728 Major Boulevard
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VIA OVERNIGHT DELIVERY

September 3, 2002

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

300007509993-4
-09/04/02-01038-008
****125.00 ****125.00

Re: Articles of Organization of Homestyle Inns, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for Homestyle Inns, LLC, a check in the amount of \$125.00 to cover the filing fee, and a completed designation of registered agent form. Upon receipt of this package, please file the said documents immediately with the Secretary of State. Once filed please return a receipt of filing to this office.

If you have any questions or need further information, please do not hesitate to contact our office at the above number. Thank you for your assistance with this matter.

Yours truly,


Maria Gabriela Poole

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

of

HOMESTYLE INNS, LLC

a Florida Limited Liability Company

ARTICLE I Name:

The name of this limited liability company is **HOMESTYLE INNS, LLC**.

ARTICLE II Period of Duration:

The limited liability company's period of duration shall be perpetual, commencing on the date of filing of these Articles of Organization.

ARTICLE III Registered Agent:

The initial registered office of the Limited Liability Company shall be 5728 Major Blvd, Suite 550, Orlando, Florida 32819, and the name of the initial registered agent of the Limited Liability Company shall be David S. Cohen, Esquire.

ARTICLE IV Principal & Mailing Address:

The principal and mailing address of the Limited Liability Company shall be 14914 Faversham Circle, Orlando, FL 32826.

ARTICLE V Admission of Additional Member(s):

The Member(s) may admit new Member(s) in accordance with the Operating Agreement for the company.

ARTICLE VI Member(s) Rights to Continue Business:

The right, if given, of the remaining member(s) of the limited liability company 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 shall be by unanimous written consent of all remaining member(s) or under a right to continue stated in the Operating Agreement of the company.

ARTICLE VII Limitation on Agency Authority of Members:

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

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ARTICLE VIII - Business Purpose and Powers:

The purpose of the limited liability company's operations shall be the operation of a restaurant business and any lawful purpose for which a limited liability company may be organized under the laws of the State of Florida, in accordance with '608.403, Fla. Stat., and the limited liability company shall have all the powers granted a limited liability company under the laws of the State of Florida, in accordance with '608.404, Fla. Stat. From time to time the Member(s) may provide for a specific business purpose or purposes of the limited liability company and may limit the powers of the limited liability company in its Regulations.

ARTICLE IX - Management:

Unless otherwise stated in the Operating Agreement for the company, the management of the limited liability company's business and affairs shall be vested in a manager. The initial manager shall be Christine Bayliss.

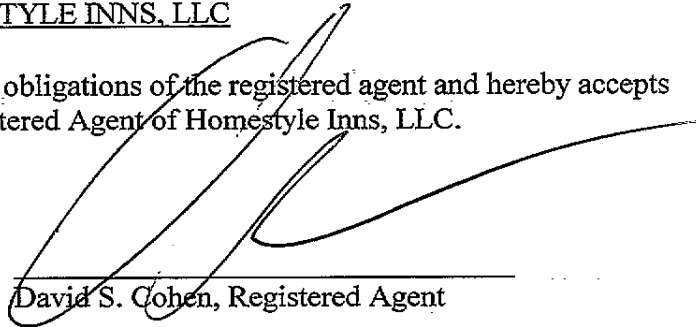
IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 29th day of August, 2002.

Christine Bayliss
Christine Bayliss

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
HOMESTYLE INNS, LLC

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Homestyle Inns, LLC.



David S. Cohen, Registered Agent

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