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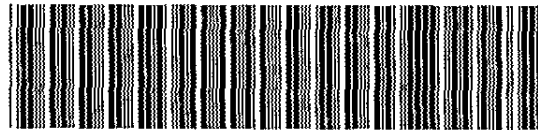
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 063336 9196A

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 155.00

ORDER DATE : April 22, 2003

ORDER TIME : 12:25 PM

ORDER NO. : 063336-005

CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips  
Katherine A. Christy, P.a.

Suite 130  
300 International Parkway  
Heathrow, FL 32746

DOMESTIC FILING

NAME: FCLC QUAIL SPRINGS, L.L.C.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION FOR  
FCLC QUAIL SPRINGS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is: FCLC QUAIL SPRINGS, L L C

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 300 International Parkway, Suite 130, Heathrow, Florida, 32746.

**ARTICLE III - Duration**

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall be perpetual, unless otherwise terminated pursuant to the Regulations among the Members.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a Board of Directors consisting of directors who are elected by the Members. The number of directors of this Company may be increased or decreased from time to time pursuant to the Regulations adopted by the Members. The names and addresses of the initial directors are as follows:

C. Thomas Selby  
300 International Parkway  
Suite 130  
Heathrow, FL 32746

Katherine A. Christy  
300 International Parkway  
Suite 130  
Heathrow, FL 32746

**ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members 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 the affirmative vote of 51% of the member's contributed capital.

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## ARTICLE VI - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.24 of the Florida Limited Liability Company Act, 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 contractual liability on behalf of the Company solely by virtue of being a member.

## ARTICLE VII - REGULATIONS

The Regulations (as defined in Section 608.402(13) of the Florida Limited Liability Company Act) relating to this Limited Liability Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I/we have signed these Articles of Organization and acknowledged them to be my/our act this 21<sup>st</sup> day of April, 2003.

MEMBER:

FLORIDA CAPITAL HOTELS (2003), LTD.

By: FCLC Hotels (2003), LLC, its General  
Partner

By: 

C. Thomas Selby, Managing Member

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**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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

FCLC QUAIL SPRINGS, LLC

2. The name and address of the registered agent and office is:

C. Thomas Selby  
300 International Parkway, Suite 130  
Heathrow, FL 32746

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.

  
C. Thomas Selby

4-21-03  
(Date)

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