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Florida Department of State
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Fax Number : (850) 205-0383

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From:

Account Name : HOLLAND & KNIGHT OF MIAMI
Account Number : 072203000603
Phone : (305) 374-8500
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SECRETARY OF STATE
ALPHA ASSET FIDUCIARY

03 JUN 19 PM 12:28

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LIMITED LIABILITY COMPANY

MELBOURNE HOTEL INVESTORS, L.L.C.

DIVISION OF CORPORATION

03 JUN 19 AM 11:46

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Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
MELBOURNE HOTEL INVESTORS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Melbourne Hotel Investors, L.L.C. (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

36400 Woodward Avenue, Suite 118
Bloomfield Hills, Michigan 48304

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal as of
June 17, 2003.



Stephen P. Artusi
Authorized Representative of a Member

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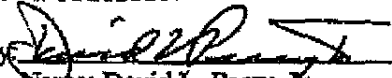
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned agrees to act as registered agent for MELBOURNE HOTEL INVESTORS, L.L.C. to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position as of June 17, 2003.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Name: David L. Perry, Jr.
Title: Vice President

WPB1 #223679 v1

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