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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 24, 2004

AMIGOS EAST COLONIAL LLC
4700 MILLENIA BOULEVARD, STE. 500
ORLANDO, FL 32839

SUBJECT: AMIGOS EAST COLONIAL LLC
Ref. Number: L03000023496

We have received your document for AMIGOS EAST COLONIAL LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

There is a fee of \$25.00 due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 204A00051745

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
AMIGOS EAST COLONIAL, LLC
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is Amigos East Colonial, LLC, referred to in these Articles of Organization as the "Company".

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the principal office of the Limited Liability Company is as follows: 4700 Millenia Boulevard, Suite 500, Orlando, Florida 32839.

The street address of the principal office of the Limited Liability Company is as follows: 4700 Millenia Boulevard, Suite 500, Orlando, Florida 32839.

**ARTICLE III
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent as such address are as follows: John Hyltin, 4700 Millenia Boulevard, Suite 500, Orlando, Florida 32839.

**ARTICLE IV
MANAGEMENT**

The business of the Company shall be managed by an Operating Manager and such other managers as may be elected by the Members.

ARTICLE VI

The Company's existence shall be perpetual, unless terminated earlier by the unanimous written agreement of all Members.

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**ARTICLE VII
OWNERSHIP INTERESTS**

The ownership interests in the Company shall be represented by shares. The Company shall be authorized to issue up to one thousand voting common shares with a par value of \$0.01 each, and up to two hundred seventy-five (275) Series A Voting Preferred shares with a par value of \$0.01 each.

**ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the operating agreement or members' agreement of the Company.

**ARTICLE IX
CONTINUATION OF BUSINESS**

The remaining Members of the Company shall have the right to continue the business of the Company upon 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 of the Company.

**ARTICLE X
AMENDMENT**

The power to adopt, alter, amend or repeal these Articles and the Operating Agreement of this Company shall be vested in the voting Members of the Company.

**ARTICLE XI
APPLICABLE LAW**

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

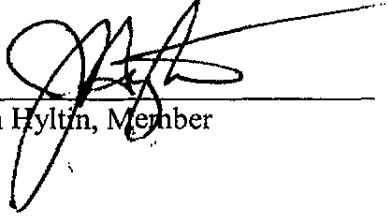
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Dated this 12 day of August, 2004

AMIGOS EAST COLONIAL, LLC

By: THREE AMIGOS HOSPITALITY, LLC,
Member

By: _____


John Hyltin, Member

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