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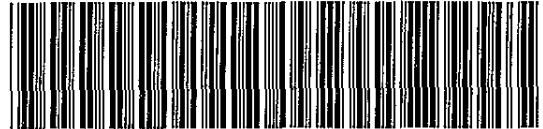
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KIRK GRANTHAM
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES
REAL ESTATE LAW

ASSOCIATES
DERMOT P. MAC MAHON
BOARD CERTIFIED IN
REAL ESTATE LAW

JUDD ROWE

LAW OFFICES
KIRK GRANTHAM
PROFESSIONAL ASSOCIATION

1860 FOREST HILL BLVD., SUITE 105
WEST PALM BEACH, FL 33406-6086

TELEPHONE (561) 966-6211
FACSIMILE (561) 966-9495

OF COUNSEL
JAMES M. ADAMS
DAVID H. BLUDWORTH
JOHN E. PETERSON

September 9, 2003

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

RE: CASABELLA HOSPITALITY GROUP, LLC


Ladies\Gentlemen:

Please file the enclosed Articles of Organization for the above-named limited liability company. Enclosed is a check for \$130.00 for the filing fee and a certificate of status.

Thank you.

Sincerely,

KIRK GRANTHAM, P.A.


Nancy T. Hammond
Legal Assistant

/nth
Encs.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 15, 2003

NANCY HAMMOND
1800 FOREST HILL BLVD., SUITE 105
WEST PALM BEACH, FL 33406-6086

SUBJECT: CASABELLA HOSPITALITY GROUP, L.L.C.
Ref. Number: W03000026229

We have received your document for CASABELLA HOSPITALITY GROUP, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 103A00051004

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KIRK GRANTHAM
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES
REAL ESTATE LAW

ASSOCIATES
DERMOT P. MAC MAHON
BOARD CERTIFIED IN
REAL ESTATE LAW

JUDD ROWE

LAW OFFICES
KIRK GRANTHAM
PROFESSIONAL ASSOCIATION

1860 FOREST HILL BLVD., SUITE 105
WEST PALM BEACH, FL 33406-6086

TELEPHONE (561) 966-6211
FACSIMILE (561) 966-9495

OF COUNSEL
JAMES M. ADAMS
DAVID H. BLUDWORTH
JOHN E. PETERSON

West Palm Beach

September 19, 2003

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

RE: CASABELLA HOSPITALITY GROUP, LLC

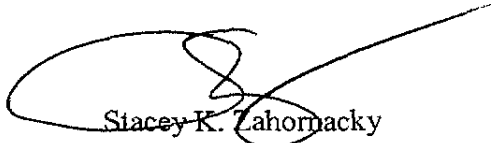
Ladies\Gentlemen:

Enclosed please find the corrected Articles of Organization for the above-named limited liability company, along with a copy of the filing rejection letter.

Please file upon receipt. Thank you.

Sincerely,

KIRK GRANTHAM, P.A.



Stacey K. Zahornacky
Legal Assistant

Enc.

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**ARTICLES OF ORGANIZATION
FOR
CASABELLA HOSPITALITY GROUP, L.L.C.**

THESE ARTICLES are executed on this 9th day of September, 2003, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes with respect to Casabella Hospitality Group, L.L.C. ("the Company").

ARTICLE I - Name

The Company's name is Casabella Hospitality Group, L.L.C.

ARTICLE II - DURATION

This Company shall have perpetual existence.

ARTICLE III - Business

The Company's business is owning, developing, leasing, managing, and selling real estate, and all other related acts. The Company may also do all things not otherwise illegal under the laws of the state of Florida.

ARTICLE IV - Registered Agent

The name and post office address of the Company's registered agent is:

Dermot P. Mac Mahon
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406-6086

ARTICLE V - Principal Office

The mailing address and the street address of the principal office of the Company is:

5700 Lake Worth Road, Suite 211
Lake Worth, FL 33463

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ARTICLE VI - Members

The name and post office address of the individuals who will serve as Members of the Company are:

Ames Management, Inc.
P. O. Box 651
Stuart, FL 34995

Raul Puente
3782 Moon Bay Circle
Wellington, FL 33414

Alfonso Andrade and Patricia Lucia de Andrade, his wife
13755 Green Tree Trail
Wellington, FL 33414

ARTICLE VII - Managing Managers

The Company shall be managed by the managers and the names and addresses of the managing managers are:

Eduardo Soffici, Jr.
c/o Ames Management, Inc.
P. O. Box 651
Stuart, FL 34995

Raul Puente
3782 Moon Bay Circle
Wellington, FL 33414

ARTICLE VIII - Admission of Additional Members

The right, if given, of the remaining members of the Company to admit additional members and the terms and conditions of the admission shall be as follows:

No additional members shall be admitted to the Company without the unanimous prior written consent of all of the other Members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member

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unless all the other members of the Company other than the member proposing to transfer his or her interest approve of the proposed transfer by unanimous prior written consent.

ARTICLE IX - Member's Rights to Continue Business

The right, if given, of the remaining members of the 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 Company shall be as follows:

If, within six (6) months from 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 Company, the remaining Members agree by Majority Vote by Interest to continue the L.L.C. and there is at least one(1) remaining Member, then the Company shall not be dissolved and it shall continue. If the Dissolution Event was the expiration of the Company's stated term, the Members shall select a new stated term for the Company by Majority Vote by Interest, but at any time after the expiration of the initial stated term of the Company, any Member may withdraw his or her Capital Account by written request to the Manager, who shall cause the Company. to return that Member's Capital Account within thirty (30) days of the receipt of a written request.

IN WITNESS WHEREOF, the undersigned Members have signed and sealed this certificate, on the day and year first above written.

Ames Management, Inc.

By: _____

Eduardo Soffici, Jr., President

Raul Puentes

Alfonso Andrade

Patricia Lucia de Andrade

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of September, 2003 by Eduardo Soffici, Jr., President of Ames Management, Inc., a Florida corporation, who is () personally known to me or (x) produced Florida Drivers License as identification.

(N. P. SEAL)



Stacey K. Zahornacky
MY COMMISSION # CC922994 EXPIRES
May 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of September, 2003 by Raul Puente, who is () personally known to me or (x) produced Florida Drivers License as identification.

(N. P. SEAL)

Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration



Stacey K. Zahornacky
MY COMMISSION # CC922994 EXPIRES
May 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of September, 2003 by Alfonso Andrade and Patricia Lucia de Andrade, his wife, who are () personally known to me or (X) produced Florida Driver License as identification.

(N. P. SEAL)


Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration



Stacey K. Zahornacky
MY COMMISSION # CC922994 EXPIRES
May 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF § 608.415 OR § 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is as follows:

Casabella Hospitality Group, L.L.C.

The name and Florida street address of the registered agent and office is as follows:

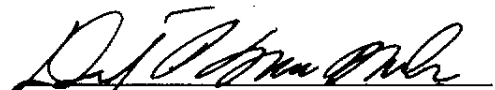
Dermot P. Mac Mahon
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406-6086

Having been named as statutory registered agent and to accept service of process for Casabella Hospitality Group, L.L.C., a Florida limited liability company the ("Company"), at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Date:

9/16/03



Dermot P. Mac Mahon
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406-6086