

OCT. 20 2003 11:23AM ions

NO. 981

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Florida Department of State  
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To:

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From:

Account Name : THE KLEINFELD LAW FIRM  
Account Number : I20020000152  
Phone : (305) 375-9515  
Fax Number : (305) 358-6541

**LIMITED LIABILITY COMPANY**

**Q CLUB HOTEL, LLC**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
Q CLUB HOTEL, LLC  
A Florida Limited Liability Company**

**ARTICLE I  
Name**

The name of the limited liability company is **Q CLUB HOTEL, LLC** (the "Company").

**ARTICLE II  
Principal Office**

The mailing address and street address of the principal office of the Company is One S.E. Third Avenue, Miami, Florida 33131.

**ARTICLE III  
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
Management**

The Company is to be managed by the managers and the name and address of the initial manager is:

**SERGIO A. PAGLIERY  
ONE S.E. THIRD AVENUE  
SUITE 1940  
MIAMI, FLORIDA 33131**

**ARTICLE V  
Admission of Additional Members**

The limited liability company shall have at least one member. The limited liability company may admit additional members in accordance with the provisions of the operating agreement of the company.

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**ARTICLE VI**  
**Members' Rights to Continue Business**

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

  
**SERGIO A. PAGLIERI, Manager**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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 **Q CLUB HOTEL, LLC**.
2. The name and Florida street address of the limited liability company's registered agent is **Sergio A. Pagliery, One S.E. Third Avenue, Suite 1940, Miami, Florida 33131.**

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.*

By:

  
**SERGIO A. PAGLIERY**

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