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STATE OF FLORIDA
DIVISION OF CORPORATIONS
FALL WINTER TERM 2003

LIMITED LIABILITY COMPANY

Prime Hotels USA, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
FOR
Prime Hotels USA, LLC
a Florida limited liability company**

ARTICLE I - NAME

The name of this limited liability company is Prime Hotels USA, LLC, a Florida limited liability company.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 1433 Collins Avenue, Miami Beach, Florida 33139, or at such other location as may hereafter be determined by the Member(s).

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURES:

The name and the Florida street address of the registered agent is: Brian Tague, 201 S. Biscayne Blvd., Suite 2600, Miami, FL 33131.

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


REGISTERED AGENT'S SIGNATURE

ARTICLE IV. - MANAGEMENT AND MEMBERS

The limited liability company is to be managed by a member and the name and address of such member who is to serve as manager is: Roko Real Estate, LLC, a Florida limited liability company, whose address is 1433 Collins Avenue, Miami Beach, Florida 33139. The limited liability company will have the following members: Roko Real Estate, LLC, a Florida limited liability company and Danilo Primerano.

Roko Real Estate LLC, a Florida limited liability company

By: 
Ross Koller (Sole Member)

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ross Koller, Sole Member of Roko Real Estate, LLC, a Florida limited liability company
Typed or printed name of signee

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AND
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