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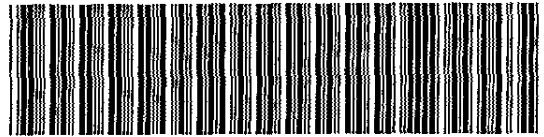
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TALLAHASSEE, FLORIDA

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**LAW OFFICES
ANDREWS & GALATIS**

1501 Northeast Fourth Avenue
Fort Lauderdale, Florida 33304

John S. Andrews, P.A.
Ted P. Galatis, Jr., P.A.

TELEPHONE: (954) 522-6700
TELEFAX: (954) 765-1325

October 29, 2003

VIA FEDERAL EXPRESS OVERNIGHT PRIORITY DELIVERY

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

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TALLAHASSEE, FLORIDA

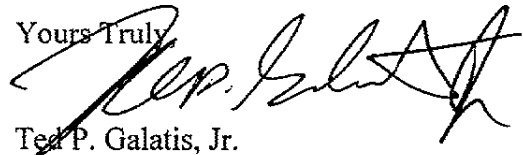
RE: Articles of Organization of Tilton Hilton, L.L.C.
Our File No: ARC10 1565

Dear Sir or Madam:

Please file the enclosed Articles of Organization of Tilton Hilton, L.L.C. and return a "stamped in" copy in the envelope provided. Our check in the amount of \$125.00 is enclosed for your fee.

Thank you for your assistance and should you have any questions please do not hesitate to call.

Yours Truly,



Ted P. Galatis, Jr.

TPGJR/jlb
Enclosure

ARTICLES OF ORGANIZATION

OF

TILTON HILTON, L.L.C.

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the Limited Liability Company shall be TILTON HILTON, L.L.C. ("company").

ARTICLE II – ADDRESS

The mailing address of the company is 2817 N.E. 10th Avenue, Wilton Manors, FL 33334, and the street address of the principal office of the company is 2817 N.E. 10th Avenue, Wilton Manors, FL 33334.

ARTICLE III – DURATION

The company shall commence its existence on the date that these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is: David J. Archacki, 2817 N.E. 10th Avenue, Wilton Manors, FL 33334.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash in sum of \$10.00.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

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ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 regulations 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 unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

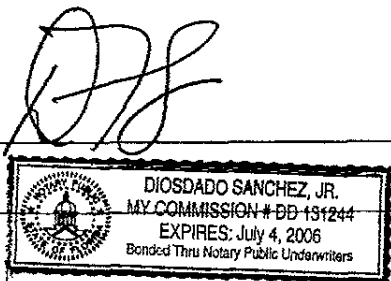
ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by two-thirds vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is David J. Archacki, 2817 N.E. 10th Avenue, Wilton Manors, FL 33334.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida, on October 28, 2003.




David J. Archacki

STATE OF FLORIDA
COUNTY OF BROWARD

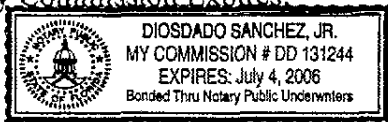
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SWORN TO AND SUBSCRIBED before me this October 28th, 2003, by Member
David J. Archacki, Organizer.



NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



(Notarial Seal)

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

Under the provisions of Florida Statute 608.414 or 608.507, TILTON HILTON, L.L.C. submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is TILTON HILTON, L.L.C.
2. The name and street address of the Registered Agent in Florida is:

David J. Archacki
2817 N.E. 10th Avenue
Wilton Manors, FL 33334

3. The undersigned, being the person named in the Articles of Organization of TILTON HILTON, L.L.C., as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.



David J. Archacki

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