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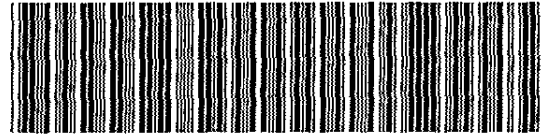
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March 23, 2004

Via Federal Express

Division of Corporations
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Attention: New filings

Re: **Primestar Sonesta Resort, L.L.C.**

Gentlemen:

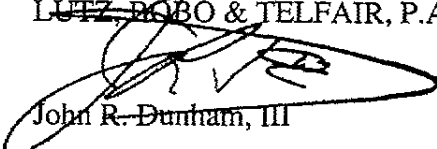
Enclosed for filing please find original and one copy of signed Articles of Organization for Primestar Sonesta Resort, L.C.C. Please file the original and return a certified copy to me in the enclosed stamped self-addressed envelope. A check in the amount of \$155.00 is enclosed in payment of:

Filing fee	\$100.00
Registered agent designation	25.00
Certified copy	30.00

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

~~LUTZ, BOBO & TELFAIR, P.A.~~


John R. Dunham, III

JRD/hb
Enclosures

cc: Mr. Stanley Appel

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TALLAHASSEE, FLORIDA

**PRIMESTAR SONESTA RESORT, L.L.C.,
a Florida Limited Liability Company
ARTICLES OF ORGANIZATION**

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

Name of LLC

The name of the limited liability company is PRIMESTAR SONESTA RESORT, L.L.C.

ARTICLE II

Address of Principal Place of Business

The mailing address and street address of the company's principal place of business in this state is 1760 East Avenue, Suite B, Sarasota, FL 34234.

ARTICLE III

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of PRIMESTAR SONESTA RESORT, L.L.C. is:

Stanley S. Appel
1760 East Avenue, Suite B
Sarasota, FL 34234

ARTICLE IV

Name and Address of Each Organizer

The name and business address of each organizer is:

Stanley Appel, Ph.D., CHA
1760 East Avenue, Suite B
Sarasota, FL 34234

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ARTICLE V

Duration

The date and time when the existence of the limited liability company shall commence shall be the date of filing of these Articles with the Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI

Form of Management

The management of PRIMESTAR SONESTA RESORT, L.L.C. shall be vested in the members and the name and street addresses of the managers are:

Stanley Appel, Ph.D., CHA
1760 East Avenue, Suite B
Sarasota, FL 34234

ARTICLE VII

Membership Interest Votes

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

ARTICLE VIII

Company Actions

(a) Any action required by the State of Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the

holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the State of Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE IX

Indemnification

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

- (1) Any breach of his or her duty of loyalty to the company, or to its members;
- (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- (3) A transaction in which the manager benefits to the detriment of the company or its members.

- (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

ARTICLE X

Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE XI

Right To Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in PRIMESTAR SONESTA RESORT, L.L.C., the remaining members have the right under the operating agreement to continue the business of PRIMESTAR SONESTA RESORT, L.L.C.

ARTICLE XII

Treatment as Partnership

PRIMESTAR SONESTA RESORT, L.L.C. is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE XIII**Certificate of Membership: Transferability of Certificate**

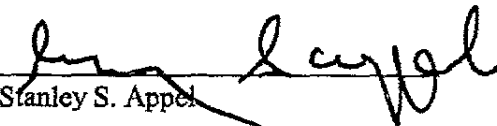
A member's interest in PRIMESTAR SONESTA RESORT, L.L.C. may be evidenced by a certificate of membership interest signed by the Managers, which may be assigned or transferred. The right to assign or transfer a member's interest in PRIMESTAR SONESTA RESORT, L.L.C. is limited by the provisions of the Operating Agreement.

ARTICLE XIV**Capital and Additional Members**

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, I have hereunto set my hand on this 16 day of March, 2004.

ORGANIZER:


Stanley S. Appel

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for PRIMESTAR SONESTA RESORT, L.L.C. 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 proper 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, Florida Statutes.


Stanley S. Appel