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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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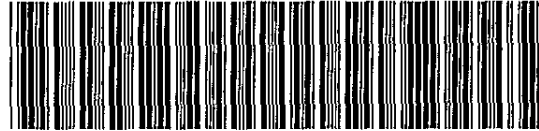
(Business Entity Name)

(Document Number)

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

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MAY 7 2004
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

FILED
04 MAY -7 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 610772 7277854

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 125.00

ORDER DATE : May 3, 2004

ORDER TIME : 11:15 AM

ORDER NO. : 610772-005

CUSTOMER NO: 7277854

CUSTOMER: Ms. Stacy S. Cavin
Farriis Matthews Branan
Bobango & Hellen Plc
Suite 400
1100 Ridgeway Loop Road
Memphis, TN 38120

DOMESTIC FILING

NAME: SOUTHEAST HOTEL INVESTORS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

**Please give a file date of May 7, 2004.
This was originally sent to the FSOS on that day.*

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

SOUTHEAST HOTEL INVESTORS, LLC

ARTICLE II - Address:

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

Principal Office Address:

5178 Wheelis, Suite 5

Memphis, Tennessee 38117

Mailing Address:

5178 Wheelis, Suite 5

Memphis, Tennessee 38117

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

FLORIDA 32301

City, State, and Zip

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 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..

Corporation Service Company

By: 

Registered Agent's Signature

**Brian Courtney
Asst. V. Pres**

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Stephen M. Balton


5178 Wheelis, Suite 5

Memphis, Tennessee 38117

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

By: Stephen M. Balton, Chief Manager

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

ARTICLE V.

1. To the maximum extent permitted by law, subject to the limitations contained in this Article V, this Company shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action or proceeding be instituted by reason of the fact that such person is or was a member or manager of this Company.

2. This Company may, at the discretion of the members and, to the extent permitted by the provisions of Section 608.4229 of the Florida State Statutes, as amended from time to time, indemnify and advance expenses to any person, his heirs, executors and administrators, to the same extent as set forth in Article V(1) above, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was an employee or agent of this Company, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the members.

3. The rights to indemnification and advancement of expenses set forth in Article V (1) & (2) are intended to be greater than those which are otherwise provided for in the Florida State Statutes, are contractual between the Company and the person being indemnified, his heirs, executors and administrators, and, with respect to Article V(1), are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the Florida State Statutes, as amended from time to time. The rights to indemnification and advancement of expenses set forth in Article V (1) & (2) are nonexclusive of other similar rights which may be granted by law, these Articles of Organization, the Operating Agreement, or in a resolution of members of the Company, or an agreement with the Company, which means of indemnification and advancement of expenses are hereby specifically authorized.

4. Any repeal or modification of the provisions of this Article V, either directly or by the adoption of an inconsistent provision of these Articles of Organization, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Florida State Statutes limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article V which occur subsequent to effective date of such amendment.