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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 807527 7116986

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 16, 2004

ORDER TIME : 10:49 AM

ORDER NO. : 807527-005

CUSTOMER NO: 7116986

CUSTOMER: Ms. Chris Evens
Noble House Hotels & Resorts

570 Kirkland Way

Kirkland, WA 98033

DOMESTIC FILING

NAME: GROVE SPA, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
GROVE SPA, LLC

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TALLAHASSEE, FLORIDA

The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

GROVE SPA, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this company shall be 570 Kirkland Way, Kirkland, WA 98033 and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2030 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. NEW MEMBERS

No new members shall be admitted without the Consent of sixty-six percent (66%) of existing members.

ARTICLE VI. CONTINUATION OF COMPANY.

Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Company shall be managed by its members pursuant to Florida Statutes Section 608.422. The names and addresses of the members are as follows:

Noble House Associates, LLC
A Delaware limited liability company
570 Kirkland Way
Kirkland, WA 98033

Grove Isle Associates, Ltd.
A Florida limited partnership
1870 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent of the Company is Corporation Service Company.

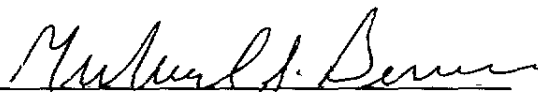
The street address of the registered office of the Company shall be CSC, 1201 Hays Street, Tallahassee, FL 32301. The mailing address shall be CSC, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE IX. ORGANIZERS

The name and street address of the Organizer to these Articles of Organization is:

MICHAEL J. BENECKE
NOBLE HOUSE HOTELS AND RESORTS
570 Kirkland Way
Kirkland, WA 98033

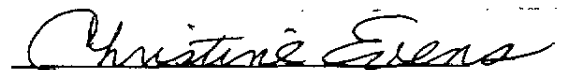
IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 15th day of July, 2004.


Michael J. Benecke

STATE OF WASHINGTON)
) ss:
COUNTY OF KING)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Michael J. Benecke, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of July 15, 2004.

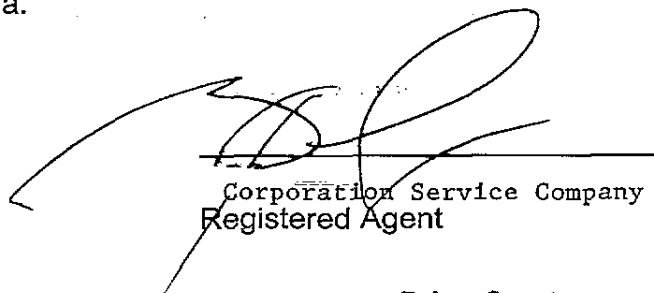


Notary Public: Christine Evens
Residing at Bothell, Washington
Commission expires: 11/15/04

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligation of my position as registered agent.

WITNESS my hand this ____th day of July, 2004 in the City of _____, State of Florida.


Corporation Service Company
Registered Agent

Brian Courtney
Asst. V. Pres.