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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 126761 80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 6, 2005

ORDER TIME : 10:45 AM

ORDER NO. : 126761-005

CUSTOMER NO: 80745A

CUSTOMER: Ms. Penny K. Every
Korey, Sweet, Mckinnon
Simpson & Vukelja
Suite A
595 West Granada Boulevard
Ormond Beach, FL 32174

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TOMOKA RIVER SUITES, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
TOMOKA RIVER SUITES, LLC
A Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this Limited Liability Company is: TOMOKA RIVER SUITES,
LLC.

ARTICLE 2

Duration

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

Principal Office and Registered Agent

The mailing and the street address of the principal office of the limited liability company is 449 Palm Avenue, Ormond Beach, FL 32174. The name and address of the initial registered agent of the limited liability company is Jeffrey C. Sweet, 595 West Granada Blvd., Suite A, Ormond Beach, FL 32174.

ARTICLE 4

Management

The company is to be a manager-managed company. The name and address of its Manager is:

Jeffrey C. Sweet
595 West Granada Blvd., Suite A
Ormond Beach, FL 32174

ARTICLE 5

Continuation of Business

Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within ninety (90) days after the occurrence of the event of dissolution, the members, by a majority in interest vote, consent in writing to the continuation of the business.

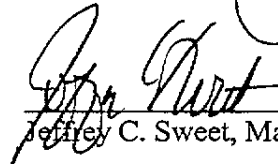
ARTICLE 6

Admission of Additional Members

No person may be admitted as an additional member without the prior written consent of the Managers. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the

additional members.

IN WITNESS WHEREOF, the undersigned members do hereby execute and
acknowledge these articles of organization this 5 day of January, 2005.


Jeffrey C. Sweet, Manager/Member

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OR PROCESS**

Pursuant to Section 608.415 Florida Statutes, TOMOKA RIVER SUITES, LLC,
hereby designates JEFFREY C. SWEET, 595 West Granada Boulevard, Ormond Beach, FL
32174 as its registered agent and the street address of its registered office, respectively, for
service of process within the State of Florida.


Jeffrey C. Sweet, Manager/Member

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing
designation as registered agent of TOMOKA RIVER SUITES, LLC, for service of process
within the State of Florida.


Jeffrey C. Sweet