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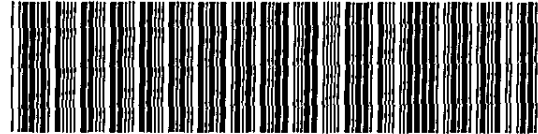
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 159948 87178A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 125.00

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SECURITY STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 24, 2005

ORDER TIME : 10:41 AM

ORDER NO. : 159948-005

CUSTOMER NO: 87178A

CUSTOMER: Mr. Norman L. Huey
Rds Consulting, Inc.

121 Raintree Drive

Longwood, FL 32779

DOMESTIC FILING

NAME: SOUTHLAND SUITES AT
LEESBURG LLC

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☒ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

FROM : MATT LESLIE
RUS Consulting Inc

FAX NO. : 407-328-4035
407 889-6362

Jan. 21 2005 04:09PM P3
01/21/05 05:24P P.003

**ARTICLES OF ORGANIZATION
OF
SOUTHLAND SUITES AT LEESBURG LLC**

The undersigned, acting as the organizer of **SOUTHLAND SUITES AT LEESBURG, LLC** under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is **SOUTHLAND SUITES AT LEESBURG, LLC** (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is
4647 Riverton Drive, Orlando, Florida 32817.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members, unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement.

ARTICLE V - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VI - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Norman L. Huey, and the street address of the Company's initial registered office is 121 Raintree Drive, Longwood, Florida 32779.

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ARTICLE VII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE VIII - Indemnification:

Each individual or entity who is or was a Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as of this 20th day of January, 2005.

REPRESENTATIVE:


Norman L. Huey

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Southland Suites at
Leesburg, LLC
2. The name and address of the registered agent and office is:

Norman L. Huey
121 Raintree Drive
Longwood, Florida 32779

Having been designated as the Registered Agent for Southland Suites at
Leesburg, LLC, the undersigned hereby accepts the designation and agrees to act as
the Registered Agent of said limited liability company, and states that it is familiar
with and accepts its statutory obligations as such, including those obligations
contained in Chapter 608, Florida Statutes.


Norman L. Huey

Dated this 20th day of January, 2005.