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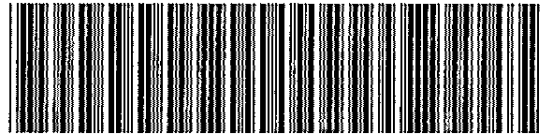
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 249918 7145323

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 10, 2005

ORDER TIME : 9:52 AM

ORDER NO. : 249918-005

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette
Grayrobinson, P.a.

P.o. Box 120848

Clermont, FL 34712-0848

DOMESTIC FILING

NAME: BSP USA HOTELS, L.L.C.

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: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
of
BSP USA HOTELS, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that he has associated himself with other members for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is BSP USA HOTELS, L.L.C., and its principal office and mailing address is located at 1635 E. Highway 50, Suite 300, Clermont, FL. 34711.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing on the date of filing with the Secretary of State's office.

ARTICLE II

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE IV
DISSOLUTION

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE V
MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until the earlier of their death, resignation, replacement or until the first annual meeting of members and his successors are elected and qualified, shall be:


DENIS BOLUSSET

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 1635 E. Highway 50, Suite 300, Clermont, FL 34711, and the name of this limited liability company's initial registered agent is WADE BOYETTE.

The undersigned, being one of the members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of BSP USA HOTELS, L.L.C..

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization for this limited liability company this 4 day of March, 2005.




DENIS BOLUSSET

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, WADE BOYETTE, am familiar with and hereby accept the appointment as Registered Agent for BSP USA HOTELS, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 14 day of March, 2005.


WADE BOYETTE