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From: JOHNSON, POPE, LLP

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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

THE CLEARWATER BEACH MOTEL, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
THE CLEARWATER BEACH MOTEL, LLC**

The undersigned, acting as the authorized representative of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be THE CLEARWATER BEACH MOTEL, LLC.

**ARTICLE II
Term**

This Company shall commence on the date and at the time when these Articles of Organization are filed with the Department of State of the State of Florida in accordance with the provisions of Section 608.409 of the Act, and shall continue until dissolved in accordance with Section 608.441 of the Act.

**ARTICLE III
Place of Business**

The principal place of business of this Company shall be 355 South Gulfview Boulevard, Clearwater, Florida 33767, and the mailing address of this Company shall be 15750 Catalpa Cove Drive, Fort Myers, Florida 33908, or such other place or places as may be designated by the manager from time to time.

**ARTICLE IV
Registered Agent and Office**

The initial registered agent for this Company shall be Rinat Hadas, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE V
Management of Business**

The Company shall be manager-managed.

Prepared By:
Rinat Hadas, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0682411
(727) 461-1818

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The undersigned has executed these Articles of Organization this 1st day of April, 2005.

Rinat Hadas
Rinat Hadas, authorized representative

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: 4/1/05

Rinat Hadas
Rinat Hadas

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