

#70

04/27/2005 15:19 18502229428

CTCORPORATIONSYSTEM

PAGE 01/03

Division of Corporations

Page 1 of 1

L 05000041791

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000106471 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

RECEIVED
05 APR 27 AM 7:56
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

MC-P Hotel Associates, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

05 APR 27 AM 10:03
FALLING LE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

MC-P Hotel Associates, LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:**Mailing Address:**1485 South County Trail, 2nd FloorEast Greenwich, RI 02818**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

CT Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box **NOT** acceptable)Plantation, Florida 33324

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CT Corporation System

Connie Boyer Special Asst. Sec.
Registered Agent's Signature

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

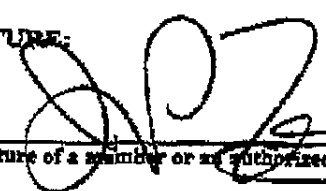
Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRMMagna-CB Ventures, LLC1485 South County Trail, 2nd FloorEast Greenwich, RI 02818

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.**REQUIRED SIGNATURE:**
Signature of a member or an authorized representative of a member.

(In accordance with section 608.405(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JOSEPH P. FERUSCT

Typed or printed name of signer

Filing Fees:\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)