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Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

RECEIVED
05 MAY 13 AM 8:03
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY
PADC BETSY ROSS HOTEL HOLDINGS LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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TALL MAHLEE-FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PADC BETSY ROSS HOTEL HOLDINGS LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is PADC BETSY ROSS HOTEL HOLDINGS LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 550 Biltmore Way, Suite 970, Coral Gables, Florida 33134.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Stuart K. Hoffman, Esq. The Florida street address of the initial registered agent of the Company is Stuart K. Hoffman, Esq. c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company is to be member managed in accordance with the terms and conditions of the Company's Operating Agreement.

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TALLAHASSEE, FLORIDA

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time-to-time.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 16 day of May, 2005.


Stuart K. Hoffman
Duly Authorized Representative of
Member

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SEATTLE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That PADC BETSY ROSS HOTEL HOLDINGS LLC desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, Esq., located at Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 16 day of May, 2005.


Name: Stuart K. Hoffman
Registered Agent

05 MAY 13 AM 8:52
MAIL ROOM
SUITE
2500
MIAMI, FLORIDA

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