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To: Division of Corporations  
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From: Account Name : HUNTON & WILLIAMS  
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RECEIVED  
05 MAY 13 AM 8:03  
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY  
PADC BETSY ROSS HOTEL HOLDINGS LLC

05 MAY 13 AM 8:52  
TALLahassee, FLORIDA

Certificate of Status	1
Certified Copy	1
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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**

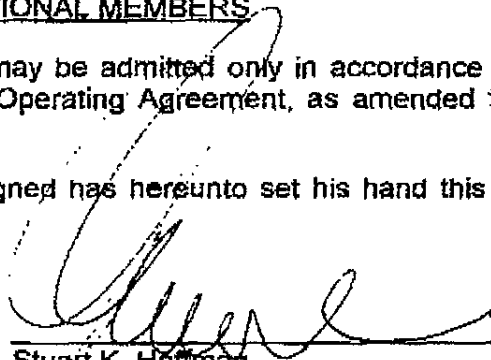
The Company is to be member managed in accordance with the terms and conditions of the Company's Operating Agreement.

05 MAY 13 PM 5:52  
TALLMADGE, 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

05 MAY 13 AM 8:52  
TALLAHASSEE, FLORIDA

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

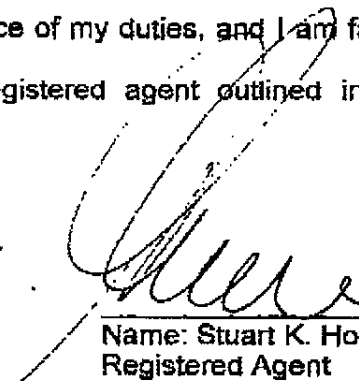
**WITNESSETH:**

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 14 day of May, 2005.

  
Name: Stuart K. Hoffman  
Registered Agent

05 MAY 13 AM 8:52  
MILLER STATE  
FLORIDA