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From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.  
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LIMITED LIABILITY COMPANY

Sunshine Hotel Group, LLC

Certificate of Status	0
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**KLUGER, PERETZ, KAPLAN & BERLIN P.L.**



June 6, 2005

**FAX COVER SHEET**

To: Division of Corporations

From: Mirna Hormechea

Fax: (850) 205-0383

Tel#: (305) 341-3044

Tel#: (850) 245-6051

Fax#: (305) 351-3801

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Message: Please see attached transmittal letter regarding the Articles of Organization for Sunshine Hotel Group, LLC

Please contact Mirna Hormechea at 305-341-3044 with any questions.  
Please fax all communications to 305-351-3801.

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TALLAHASSEE, FLORIDA  
JUN 10 2005

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SUNSHINE HOTEL GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Sunshine Hotel Group, LLC (the "Company").

**ARTICLE II - NATURE OF BUSINESS AND MAILING ADDRESS**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company shall be 777 Brickell Avenue, Suite 1200, Miami, Florida 33131.

**ARTICLE III - MANAGEMENT**

The Company shall be manager managed. The initial Managers of the Company shall be Andreas T. Meinhold and Ira M. Levenshon. The number of managers may be increased or diminished from time to time by the Members. The manager or managers shall be appointed by the Members and shall serve until the first annual meeting of the Members, or until its successor is elected and qualified.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the Company is 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131, and the name of the initial registered agent of the Company is Miami Center Registered Agents, LLC.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has executed these Articles of Organization on the 6<sup>th</sup> day of June 2005.

  
\_\_\_\_\_  
Elliot C. Abbott, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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*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, Florida Statutes.*

MIAMI CENTER REGISTERED AGENTS, LLC

By:   
Eliot C. Abbott, Vice President

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