

03/03/2006 10:25 AM 561-832-5722 LESLIE EVANS & ASSOCIATES, P.A. AGE 01/03
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ROYAL PALM HOTEL GROUP, LLC

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**ARTICLES OF ORGANIZATION
OF
ROYAL PALM HOTEL GROUP, LLC**

The undersigned Member, desiring to form a limited liability company under the Florida Limited Liability Company Act ("Act"), Sections 608.401-608.705, Florida Statutes, does hereby make and file these Articles of Organization.

ARTICLE I

NAME

The name of this limited liability company ("Company") is:

ROYAL PALM HOTEL GROUP, LLC

ARTICLE II

ADDRESS

The mailing address and street address of the Company's principle office are:

250 Royal Palm Way
Palm Beach, Florida 33480

ARTICLE III

REGISTERED OFFICE AND AGENT

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

Michael Barasch
250 Royal Palm Way
Palm Beach, Florida 33480

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR -3 AM 10:31

APPROVED
AND
FILED

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Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.



Michael Barasch

ARTICLE IV

MANAGEMENT

The Company is to be managed by 1 manager and is, therefore, a manager-managed company. The initial manager will be Robert V. Matthews.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization on the date hereinafter set forth.


Robert V. Matthews, as Managing Member

3-3-06
Date

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