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PHONE 305-235-8116

A. VIKOOIE

13600 S.W. 103 PL

MIAMI, FL 33176

(City/State/Zip/Phone #)

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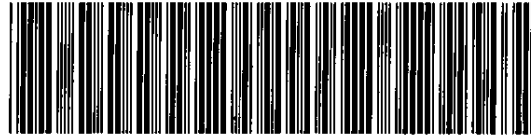
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**ARTICLES OF ORGANIZATION  
OF  
HENRY HOTEL ACQUISITION COMPANY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

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**ARTICLE I - NAME**

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

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 13600 S.W. 103 Place, Miami, Florida 33176.

**ARTICLE III - PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV - DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

name and

The/street address of the registered agent of the Company in the State of Florida is Akbar Nikooie, 13600 S.W. 103 Place, Miami, Florida 33176.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

**ARTICLE VII - PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

**ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company without the unanimous written consent of the members of the company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

#### **ARTICLE IX – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one (1) remaining member.

#### **ARTICLE X – MANAGEMENT**


The Company shall be managed by Akbar Nikooie, as manager. The manager may adopt Regulations for the management of the business affairs of the Company. The regulations may contain any provisions for the regulation and management of the business affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the manager of the Company, who shall serve until the first annual meeting of the member or until his successor is duly qualified and elected is:

Akbar Nikooie  
13600 S.W. 103 Place  
Miami, Florida 33176

#### **ARTICLE XI – AMENDMENT**

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida this 11, day of July, 2006.

  
Akbar Nikooie

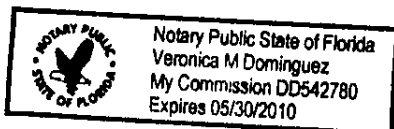
STATE OF FLORIDA )  
 ) :ss  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 11 day of July, 2006 by Akbar Nikooie, who is personally known to me        or has produced FOL# N 200 as identification. 000-44-051-0  
exp. 02/11/2011

[Signature]

My Commission Expires:

Notary Public  
State of Florida at Large



#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Henry Hotel Acquisition, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

A. NIKOOIE  
Akbar Nikooie

STATE OF FLORIDA )  
 ) :ss  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 11 day of July, 2006 by Akbar Nikooie, who is personally known to me        or has produced FOL# N 200-000 as identification. 44-051-0  
exp. 02/11/2011

[Signature]

Notary Public  
State of Florida at Large

My Commission Expires:

