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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Pennsylvania Hotel Associates II, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
PENNSYLVANIA HOTEL ASSOCIATES II, LLC**

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Pennsylvania Hotel Associates II, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 2301 Maitland Center Parkway, Suite 250, Maitland, Florida 32751, or such other place as the Manager of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324.

ARTICLE IV

Manager-Managed Company

The Company is to be managed by its Manager Pennsylvania Hotel Investors II, LLC whose address is:

2301 Maitland Center Parkway
Suite 250
Maitland, Florida 32751

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ARTICLE V**Purpose**

The Company's business and purpose shall consist solely of the following:

- (i) to own the real estate located on 4th Street between 3rd Avenue and 4th Avenue adjacent to the hotel located at 300 Fourth Street North, St. Petersburg, Florida 33701, and no other purpose; and
- (ii) to engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

DATED as of the 21st day of November, 2006


Steven A. Solomon, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, Pennsylvania Hotel Associates II, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Pennsylvania Hotel Associates II, LLC.
2. The name and address of the registered agent and office is: C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: November 21, 2006

CT Corporation System

By: Judith B. Argao Judith B. Argao
Name: Asst. Secretary & V. President

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