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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

wilmington group, llc

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**Articles of Organization  
of  
WILMINGTON GROUP, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**1. Name.**

The name of the limited liability company is **WILMINGTON GROUP, LLC** (hereinafter referred to as the "Company").

**2. Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**5. Address of Place of Business.**

The mailing address for the Company is c/o 4660 N Ocean Drive, Ft. Lauderdale, FL 33308. The street address of the place of business for the Company is 4660 N Ocean Drive, Ft. Lauderdale, FL 33308. These addresses may be changed from time to time as provided in the Operating Agreement.

**6. Registered Agent.**

The initial registered agent in Florida for the Company is **WILLIAM A. DAVIS**, and the initial registered office is located at 4660 N Ocean Drive, Ft. Lauderdale, FL 33308.

**7. Purpose and Power**

The Company shall be formed for the principal purpose of providing hospitality consulting and management services, and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the

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above-mentioned purposes, the Company shall have the power to invest its funds in automobiles, boats, and other vehicles, real property and securities; to acquire, own, and dispose of real and personal property; to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**8. Capital Contributions.**

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

**9. Members.**

The Company shall have at least one member and may admit additional members on the prior *unanimous* written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

**10. Continuity of Business.**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

**11. Management.**

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization, Operating Agreement, and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a *majority interest* in the Company.

The member-managers of the Company may be designated as *managing directors*, and members may appoint *assistant managing directors* to assist with management of the company, who need not be members of the Company.

**12. Real Estate Documents**

All conveyances, mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages,

liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

**13. Amendment Of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

**14. Indemnification.**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager, or Officer or director, to the full extent permitted under the Act.

**15. Informal Action Of Members**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Member-Managers of the Company as part of its records).

Executed at Broward County, Florida, on November 22, 2006.

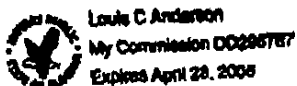
By: [Signature]  
William A. Davis, Member

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on November 22, 2006, by William A. Davis, as a Member of WILMINGTON GROUP, LLC, who ☒ is personally known to me or ( ) produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public - State of Florida  
Print Name:

(Seal)



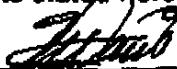
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### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent  
William A. Davis

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