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ALLEN SALES ATTORNEYS' TITLE 1965 Capital Circle NE, Suite A Address Tallahassee, FI 32308 City/St/Zip CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1- BAY WINDS LODGING SARASOTA, L.L.C. X Walk-in Pick-up time ASAP XXX Certified XXX Certificate of Status Mail-out Will wait Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment Resignation of R.A., Officer/Director Non-Profit XXX Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Merger Other

REGISTRATION/QUALIFICATION

Limited Partnership

Reinstatement

Trademark Other

Foreign

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OTHER FILINGS
Annual Report

Fictitious Name

Name Reservation

Examiner's Initials

ARTICLES OF ORGANIZATION OF

SECRETARY OF CO.

BAY WINDS LODGING SARASOTA, L.L.C.

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be BAY WINDS LODGING SARASOTA, L.L.C. (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 3557 Pine Ridge road, Naples, Florida 34109.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: NAPLES-LAWDOCK, INC., a Florida corporation, 1395 Panther Lane, Suite 300, Naples, Florida 34109.

ARTICLE IV

MANAGEMENT

The Company will be managed by members in accordance with the Company's Operating Agreement.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned m 29 day of Jan., 2007.	Thomas D. Whit	Qt
STATE OFFLORIDA COUNTY OFCOLLIER This foregoing instrument was ac 2007, by Thomas D. White, who (xx) is		
SUZANNE HOWARD MY COMMISSION # DD 254804 EXPIRES: November 6, 2007	Notary Public Print name: My commission	Suzanne Howard

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is BAY WINDS LODGING SARASOTA, L.L.C.

The name of the initial registered agent of the limited liability company is NAPLES-LAWDOCK, INC., a Florida corporation, its agent to accept service of process within Florida with a registered office located at 1395 Panther Lang, Suite 300, Naples, Florida 34109.

REGISTERED AGENT ACCEPTANCE

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, NAPLES-LAWDOCK, INC., a Florida corporation, hereby accepts the appointment as registered agent and agrees to act in that capacity. NAPLES-LAWDOCK, INC., a Florida corporation, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and NAPLES-LAWDOCK, INC., a Florida corporation, is familiar with and accepts the obligations of its position as registered agent.

NAPLES-LAWDOCK, INC., a Florida

Corporation

Timothy G. Hains, President

Dated: FEB , 200