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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Prime Hotel Management, LLC

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MESSAGE: Please find attached Articles of Organization for electronic filing.

Thank you.

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ARTICLES OF ORGANIZATION

OF

PRIME HOTEL MANAGEMENT, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Prime Hotel Management, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

1050 N.W. 14th Street
Miami, Florida 33136

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 1050 N.W. 14th Street, Miami, Florida 33136 as the street address of the initial registered office of the Company and names Judah Burstyn as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be managed by at least one (1) Member as described in the Operating Agreement.

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ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

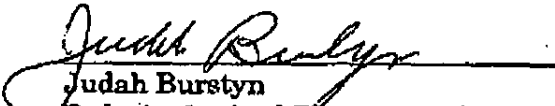
ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 4th day of December, 2007.


Judah Burstyn
Duly Authorized Representative of a
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Prime Hotel Management, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 4th day of December, 2007.

By: 
Judah Burstyn

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