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Bruce J. Sperry, P.A.

Bruce J. Sperry Benjamin C. Sperry — Attorneys at Law — 1607 S. Alexander Street Suite 101 Plant City, Florida 33563-8421

Telephone: (8/3)754.3030 Facsimile: (813)754.3928

December 29, 2011

VIA UPS

Florida Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301 850) 245-6056

RE: MOTEL 92, LLC

Dear Sir or Madam:

Please find enclosed original and one copy of the Articles of Organization of MOTEL 92, LLC, together with my firm check in the amount of \$155.00 to cover the following costs:

Filing Fee and Registered

Agent Fee \$125.00 Certified Copy of Record \$30.00

Total \$155.00

PLEASE NOTETHE EFFECTIVE DATE SHALL BE JANUARY 1, 2012.

After this Charter has been approved and filed, I would appreciate your sending a certified copy of same to my office by regular United States mail.

Thank you for your attention to this matter.

Sincerely,

BRUCE J SPERR

v: /

Bruce J. Sperry

Enclosures

bjs\corp\A\Motel92.ltr.sos

ARTICLES OF ORGANIZATION OF MOTEL 92, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company shall be MOTEL 92, LLC ("Company"). The principal place of business of the Company in Florida shall be 5805 West Highway 92, Plant City, Florida, 33566, and the mailing address shall be P.O. 189, Sydney, Florida, 33587.

ARTICLE II EFFECTIVE DATE AND DURATION

The Company shall commence its existence on January 1, 2012. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization and the Company's regulations.

ARTICLE III PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Bruce Sperry, 1607 S. Alexander Street, suite 101, Plant City, Florida 33563.

ARTICLE V CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

NAME

CAPITAL CONTRIBUTION

The Estate of Alyce Russell

\$100.00

ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, 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 the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII MEMBERS RIGHT TO CONTINUE BUSINESS

The Company shall not be dissolved upon the death, retirement, resignation, insanity, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, provided there is at least one (1) remaining member, unless terminated in accordance with regulations adopted by the members.

ARTICLE IX MANAGEMENT (BY MANAGER)

The Company shall be managed by managers in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of

ARTICLES OF ORGANIZATION OF
Motel 92, LLC
PAGE 3 OF 3 PAGES

Organization. The name and address of the initial manager of the Company are motel 92, LLC is:

NAME

ADDRESS

Rene Owen

P.O. 189 Sydney, Florida, 33587.

ARTICLE X INDEMNIFICATION

If the criteria set forth in Section 608.4363, Florida Statutes, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, his or their personal representatives, devisees, or heirs, in the manner and to the extent contemplated by Section 608.4363, Florida Statutes.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization for the foregoing uses and purposes this 28th day of December, 2011.

REME OWEN

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MOTEL 92, LLC, as the Registered Agent of this Limited Liability Company, hereby consents to his appointment as Registered Agent of the Company and agrees to act in this Appacity and agrees to comply with the laws of the State of Florida in-all

Bruce Sperry, Registered

bjs\corp\A\corp\Motel92.Art

respects.