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ERNEST L. MASCARA, P.A.  
Law Offices

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877 Executive Center Dr. W.  
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St. Petersburg, FL 33742  
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July 24, 1996

VIA UPS NEXT DAY AIR

Return to  
K T W RSRP

Attorney's Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson, Suite 200  
Tallahassee, Florida 32301

RE: STERLING HOTEL ASSOCIATES, L.C.

Dear Sir/Madam:

Enclosed herewith is an original copy of the Articles of Incorporation for the above-referenced new limited liability company, along with our check made payable to the Secretary of State in the amount of \$78.75 for its filing fee.

Please walk this through, and return our certificate of incorporation via your courier as soon as possible. **PLEASE FAX CONFIRMATION OF THIS FILING AS SOON AS POSSIBLE.** If you have any questions, please telephone.

Thank you very much for your assistance.

Sincerely yours,

*Julie Strickland*

Julie Strickland  
Legal Assistant

FILING \$250.00  
R. AGENT 35.00  
C. COPY 52.50  
TOTAL \$337.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
Enclosure REFUND \_\_\_\_\_

FILED  
96 JUL 26 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/30/96--01116--019  
\*\*\*\*258.75 \*\*\*\*258.75

100001908421  
-07/30/96--01116--019  
\*\*\*\*\*78.75 78.75

RECEIVED  
96 JUL 25 PM 12:30  
DIVISION OF INCORPORATION

D. BROWN JUL 26 1996

**ARTICLES OF ORGANIZATION  
OF STERLING HOTEL ASSOCIATES, L.C.  
A LIMITED LIABILITY COMPANY**

**FILED**  
96 JUL 26 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is STERLING HOTEL ASSOCIATES, L.C., a Limited Liability Company (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on December 31, 2020, unless otherwise extended or terminated by an amendment to these Articles of Organization.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702. The name and address of the Company's initial registered agent in the State of Florida is as follows: Ernest L. Mascara, The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL  
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI  
MANAGEMENT**

The Company will be managed by one (1) manager in accordance with the Company's regulations.

The name and business address of the initial manager who shall serve until the first annual meeting of members or until his successor is elected and qualified is:

NAME

ADDRESS

GARY L. LEWISON

1336 Preservation Way  
Oldsmar, Florida 34677

**ARTICLE VII  
PURPOSE**

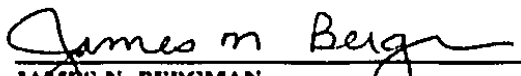
The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following members have executed these Articles of Incorporation on this 24 day of July, 1996.


Dated 7/24/96

  
GARY L. LEWISON

Dated 7/23/96

  
JAMES N. BERGMAN

Dated 7/23/96

  
AmCore Trust, as Trustee of the Roger A. Colmark  
Qualified Retirement Trust

Dated 7/23/96

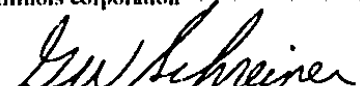
  
JAMES E. SWANSON

Dated 7/23/96

  
GARY W. SCHREINER, as Trustee of the Gary W.  
Schreiner Family Trust I

Dated: 7/23/96

EAGLE AUTOMATION, INC.,  
an Illinois corporation

By:   
Its President

(CORPORATE SEAL)

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )

Before me personally appeared **GARY L. LEWISON** who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 24<sup>th</sup> day of July, 1996.

(SEAL)

My Commission Expires:



*Ernest L. Mascara*  
Notary Public, State of Florida at Large

STATE OF ILLINOIS       )  
COUNTY OF Whiteside   )

Before me personally appeared **JAMES N. BERGMAN** who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this \_\_\_\_\_ day of July, 1996.

(SEAL)

My Commission Expires:

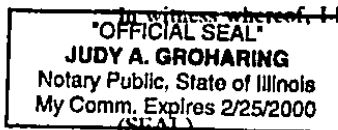


*Katrina R. Scribner*  
Notary Public

STATE OF ILLINOIS       )  
COUNTY OF Whiteside   )

Before me personally appeared *Linda L. Levey*, the A.V. President of **AmCore Trust**, as **Trustee of the Roger A. Colmark Qualified Retirement Trust**, who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of July, 1996.



*Judy A. Groharing*  
Notary Public

My Commission Expires: 2/25/2000

STATE OF ILLINOIS )  
COUNTY OF Whiteside )

Before me personally appeared **JAMES E. SWANSON** who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

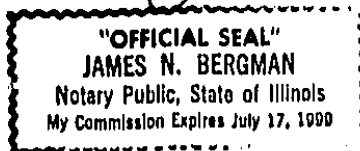
In witness whereof, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of July, 1996.

(SEAL)

My Commission Expires:

STATE OF ILLINOIS )  
COUNTY OF Whiteside )

James N. Bergman  
Notary Public



Before me personally appeared **GARY W. SCHREINER**, as Trustee of the **Gary W. Schreiner Family Trust I**, who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

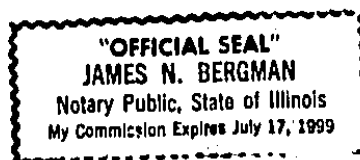
In witness whereof, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of July, 1996.

(SEAL)

My Commission Expires:

STATE OF ILLINOIS )  
COUNTY OF Whiteside )

James N. Bergman  
Notary Public



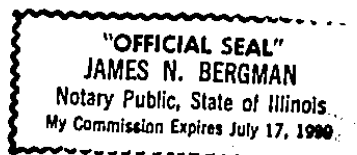
Before me personally appeared GARY L. SCHREINER, the — President of **EAGLE AUTOMATION, INC.**, an Illinois corporation, on behalf of said corporation, who is known to me to be the person who executed the foregoing articles of organization on behalf of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of July, 1996.

(SEAL)

My Commission Expires:

James N. Bergman  
Notary Public

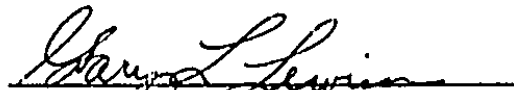


### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, **GARY L. LEWISON**, the Initial Manager and representative of the members of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company, after being sworn, deposes and says as follows:

- 1) the above named limited liability company has at least two members; and
- 2) the total amount of cash capital contributed by the member(s) is \$500,000.00,
- 3) the total amount of cash or property anticipated to be contributed by member(s) is \$500,000.

Dated this 24 day of July, 1996.

  
GARY L. LEWISON

STATE OF FLORIDA           )  
COUNTY OF PINELLAS    )


Before me personally appeared **GARY L. LEWISON** who is known to me to be the person who executed the foregoing Affidavit of Membership and Contributions on behalf of members of **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.

In witness whereof, I have hereunto set my hand and seal on this 24 day of July, 1996.

(SEAL)

My Commission Expires:



  
Notary Public

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

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.

1. The name of the limited liability company is: **STERLING HOTEL ASSOCIATES, L.C.**, a Florida limited liability company.
2. The name and address of the registered agent and office is:

Ernest L. Mascara  
The Glades Building, Suite 303  
877 Executive Center Drive West  
St. Petersburg, Florida 33702

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 24<sup>th</sup> day of July, 1996.

  
ERNEST L. MASCARA

**FILED**  
96 JUL 26 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA