

WIMBERLY, LAWSON & LEGGIO

L9600001070

ANTHONY J. LEGGIO

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September 25, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Lodging Resources Workshops
Limited Company

Dear Sirs:

700001969647
-10/09/96--0110--002
***293.75 ***293.75

Enclosed for filing is:

1. Original and one copy of the articles of organization for Lodging Resources Workshops Limited Company.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent/Registered Office.
4. Check in the amount of \$293.75 for the filing fee, registered agent designation and certificate.

My name is Anthony J. Leggio, my address is P.O. Box 1128, Fernandina Beach, Florida 32035-1128. My daytime telephone number is (904) 277-2222. Please note that the address on this stationery is incorrect (new stationery is being printed).

Thank you.

Anthony J. Leggio

**ARTICLES OF ORGANIZATION OF
LODGING RESOURCES WORKSHOPS
LIMITED COMPANY**

56 OCT -9 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I

Name

The name of the limited liability company is Lodging Resources Workshops Limited Company.

ARTICLE II

Address

The mailing and street address of the principal office of the Limited Liability Company is 1617 Atlantic Avenue, Fernandina Beach, Florida 32034.

ARTICLE III

Duration

The period of duration for the Limited Liability Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Management

The Limited Liability Company is to be managed by its managers. Each initial manager will serve until the first annual meeting of the members. The manager shall hold the office and have the responsibilities accorded to them by the members as set forth in the operating agreement of the Limited Liability Company which shall be established and amended from time to time by the unanimous written consent of the members. The

Initial managers who are to serve are identified as follows:

David J. Caples, whose address is 1617 Atlantic Avenue,
Fernandina Beach, Florida 32034

Helen Elizabeth Cook, whose address is 1617 Atlantic Avenue,
Fernandina Beach, Florida 32034.

ARTICLE V

Admission of Additional Members

The members of the Limited Liability Company are identified as follows:

David J. Caples, whose address is 1617 Atlantic Avenue, Fernandina Beach, Florida 32034.

Helen Elizabeth Cook, whose address is 1617 Atlantic Avenue,
Fernandina Beach, Florida 32034.

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VI

Members Rights to Continue Business

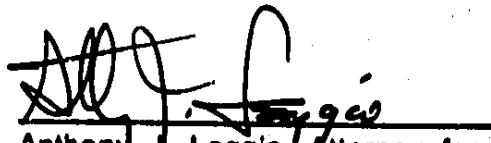
The remaining members of the Company have the right to continue the business on the death retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VII

Additional Provisions

The members have the right to specify the regulation of internal affairs of the Company. The power to adopt, alter, amend, or repeal the regulations of the Company and the operating agreement is vested entirely in the managers listed in Article IV and requires their unanimous written consent.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 25th day of September, 1996, at Fernandina Beach, Florida.



Anthony J. Leggio, Attorney for
and authorized representative
of the two members, David J.
Caples and Helen Elizabeth Cook

**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: **Lodging Resources Workshops Limited Company.**
2. The name and address of the registered agent and office is:

Anthony J. Leggio
Name

204 Ash Street
Address

Fernandina Beach, Florida 32034
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Anthony J. Leggio
Signature

September 25, 1996
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned member or authorized representative of a member of Lodging Resources Workshops Limited Company deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is :
\$ 80,000.00
- 3) if any, the agreed value of property other than cash contributed by members is:
\$ 0.00
A description of the property is attached and made a part hereto. N/A
- 4) No further amounts of cash or property is anticipated to be contributed by the members.
\$ 0.00
- 5) the total amount of 2, 3, and 4 is: \$ 80,000.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -9 PM 12:25

FILED


Anthony J. Leggio, Attorney for
and authorized representative
of the two members, David J.
Caples and Helen Elizabeth Cook

(In accordance with section 608.408(3),
Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties
of perjury that the facts stated herein are true.)