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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: MICHELE GRABASCH FAX #: (954)764-4996
PHONE: (954)761-2910

NAME: L.W. INVESTMENTS, D.C.
AUDIT NUMBER.....H97000004141
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 5
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

RUDEN, MCCLOSKEY, SMITH, SCRIBSTE & RUSSELL

SUBJECT: L.W. INVESTMENTS, L.C.
REF: W97000005758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000004141
Letter Number: 797A00012539

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ARTICLES OF ORGANIZATION OF
L. W. INVESTMENTS, L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. Name. The name of the limited liability company is L. W. Investments, L.C.
2. Duration. The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. Purpose. This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. Principal Place of Business. The address of its principal place of business is c/o ECOS, 801 Brickell Avenue, Suite 952, Miami, FL 33131.
5. Registered Agent and Office. The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Glen A. Stankee, Esquire, Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Boulevard, Fort Lauderdale, Florida 33301.
6. Initial Members. The names of the initial members of the limited liability company and their addresses are as follows:

L. W. Holdings, L.D.C.
 West Wind Building
 P.O. Box 1111
 George Town, Grand Cayman
 Cayman Islands, B.W.I.

Leopold Wieninger
 c/o ECOS
 801 Brickell Avenue
 Suite 952
 Miami, FL 33131

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Prepared by: Glen A. Stankee, Esq., FL Bar #331848
 Ruden McClosky, et al., P. O. Box 1900
 Fort Lauderdale, Florida 33301
 (954) 764-6660

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7. Admission of Additional Members. Additional Members will be admitted only upon the consent of the Manager or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. Capitalization. The capital contribution of the Members, having an agreed value totaling \$ 1,300,000.00, when contributed, shall be consist of real property located within the State of Florida, and shall be allocated as follows:
- L. W. Realty, L.L.C. - \$1,287,000 (99%) Leopold Wieninger -\$13,000 (1%)
9. Additional Liability of Members. No additional capital contributions of the Members will be required.
10. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
11. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers who shall have exclusive authority to act for the limited liability company in all matters. The names and address of the Managers of the Company are as follows:

Leopold Wieninger
c/o ECOS
801 Brickell Avenue
Suite 952
Miami, FL 33131

DATED this 5TH day of MARCH, 1997.



Leopold Wieninger, Member

Prepared by: Glen A. Stanke, Esq., FL Bar #331848
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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CONSENT TO APPOINTMENT AND
ACCEPTANCE OF REGISTERED AGENT FOR
L.W. INVESTMENTS, L.C.

Having been named Registered Agent and designated to accept service of process for L.W. Investments, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7th day of March, 1997.


Glen A. Stanke, Esquire

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Prepared by: Glen A. Stanke, Esq., FL Bar #331848
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Fort Lauderdale, Florida 33301
(954) 764-6660

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Acct.No:076077000521

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
L.W. INVESTMENTS, L.C.

The undersigned Member or authorized representative of a Member of L.W. Investments, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total value of the property contributed by the Members is \$ 1,300,000.00; and
3. The Members have not contributed any property other than the real property described as:

Camelot Motel, 2900 Bel Mar Street, Fort Lauderdale, Broward County, Florida

Lot 1 and Lot 2 in block 13, of BIRCH OCEANFRONT SUBDIVISION No 2, according to the plat thereof, recorded in Plat Book 21, at page 22 of the Public Records of Broward County, Florida; said property being located in Broward County, Florida.



Leopold Wieninger, Member

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