



THE UNITED STATES
CORPORATION
COMPANY

L97000000473

ACCOUNT NO. : 072100000032

REFERENCE : 352272 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 2, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 352272-005

CUSTOMER NO: 8437A

CUSTOMER: Rebecca M. Miller, esq
BAUR MILLER & WEBNER, PA

21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

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-05/06/97--01105--016
****337.50 ****337.50

DOMESTIC FILING

NAME: KSK HOTEL, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
MAY 13 1997
FBI - MIAMI

FILED
MAY 13 1997
FBI - MIAMI

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ARTICLES OF ORGANIZATION

KSK HOTEL, L.C.

1. Name. The name of this limited liability company is KSK Hotel, L.C. (the "Company").
2. Duration. The Company shall have perpetual existence.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Rebecca M. Miller, Esq., of Baur, Miller, & Webner, P.A. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132.
5. Place of Business. The Company's place of business is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$1,125,000.00. No additional contributions have been agreed upon.
7. Additional Members. Additional members may be admitted to the Company only upon the unanimous written consent of all current members.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. Management of the Company. The management of the Company is reserved to its members. The Company shall be managed in accordance with the regulations and operating agreement adopted by the members. The names and addresses of the members are:
- | | |
|---------------------|---|
| Katja Krause | 100 N. Biscayne Boulevard
21st Floor
Miami, Florida 33132-2306. |
| Hans-Joachim Krause | 100 N. Biscayne Boulevard
21st Floor
Miami, Florida 33132-2306. |
10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing

provisions for the regulation and management of the affairs of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company or to receive any share of profits or other compensation by way of income, or the return of contributions to which the transferring member would be entitled by virtue of membership.

13. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

14. Contracting Debts. The contracting of any debts in the name of the Company shall require the unanimous written agreement of the members.

15. Facsimile Signatures. Telefaxed or facsimile counterparts of any document or agreement required or permitted hereunder or executed in connection with the operation or management of the Company shall be considered for all purposes as originals.

The undersigned has executed these Articles of Organization effective as of the 18 day of April, 1997.

U. Krause
Katja Krause, Member

COUNTRY OF UNITED KINGDOM)
CITY OF LONDON) SS:
)

The foregoing instrument was acknowledged before me this 18th day of April, 1997, by Katja Krause, as a Member of KSK Hotel, L.C., who is personally known to me or who has produced as identification German Passport no. and who did not take an oath.

5204467936

[Signature]
Notary Public
LONDON, ENGLAND
(Ian R. Campbell)

Saville & Co.
Solicitors Public
100 Abchurch Lane
London EC4N 2ER
Tel: 0171 920 0000
Fax: 0171 920 0088

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

KSK Hotel, L.C., with its place of business at New World Tower, 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, has named Rebecca M. Miller, Esq., located at New World Tower, 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, as its Registered Agent to accept service of process within Florida.

Dated this 18th day of April, 1997.

K. Krause
KATJA KRAUSE, Member

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Rebecca M. Miller, Esq., having been named as Registered Agent to accept service of process for the above-named limited liability company, at the place designated in this certificate, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent for the above-described limited liability company as set forth in the Florida Limited Liability Company Act.

Dated this 14th day of April, 1997.

Rebecca M. Miller
REBECCA M. MILLER, ESQ.

AFFIDAVIT

COUNTRY OF UNITED KINGDOM)
) SS
CITY OF LONDON)

BEFORE ME, the undersigned authority, personally appeared KATJA KRAUSE, ("Affiant") c/o Baur, Miller & Webner, P.A., Attn: Rebecca M. Miller, Esq., 100 N. Biscayne Boulevard, 21st Floor, Miami, Florida 33132, who, having been first duly sworn, deposes and says:

1. Affiant is a member of KSK Hotel, L.C., a Florida limited liability company in formation (the "Company").

2. The Company has two (2) members.

3. The total amount of cash initially contributed to the Company by each member is as follows:

Katja Krause	\$1,113,750.00
Hans-Joachim Krause	\$ 11,250.00

4. No property other than cash has been contributed to the Company by the members.

5. No additional contributions have been agreed upon.

6. The total of items 3, 4 and 5 above is \$1,125,000.00.

This Affidavit is made and given by Affiant as a member of the Company, in accordance with section 608.407(2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANTS SAYETH NAUGHT.

U. Krause
KATJA KRAUSE, Member

The foregoing instrument was acknowledged before me this 18th day of April, 1997, by Katja Krause, as a Member of KSK Hotel, L.C., who is personally known to me or who has produced as identification German Passport no. 5204467936 and who did take an oath.

Notary Public
LONDON, ENGLAND
(Ian R. Campbell)

My Commission expires at Death

Saville & Co.
Notaries Public
Throgmorton Avenue
London EC2N 2ER
Telephone: 0171 920 0000
Fax: 0171 920 0088