



THE UNITED STATES  
CORPORATION  
COMPANY

# L98000000353

ACCOUNT NO. : 072100000032

REFERENCE : 745270 5021951

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 18, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 745270-005

CUSTOMER NO: 5021951

CUSTOMER: Mary Jo L. Whelan, Esq.  
WHELAN & HOAG

325 Greenwich Avenue

Greenwich, CT 06830

DOMESTIC FILING

NAME: PIDG'N INN PARTNERS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 1:38

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**ARTICLES OF ORGANIZATION**

**PIDG'N INN PARTNERS, L.C.**

**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I.** The name of the Limited Liability Company is Pidg'n Inn Partners, L.C.

**ARTICLE II.** The mailing address and street address of the principal office of the Limited Liability Company is c/o Marshall, 4590 Seair, North Captiva, Florida 33924.

**ARTICLE III.** The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV.** The Limited Liability Company is to be managed by two (2) managers and the names and addresses of such managers who are to serve as managers are:

William J. Marshall  
49 Harding Road  
Old Greenwich, Connecticut 06870

Erika Marshall  
49 Harding Road  
Old Greenwich, Connecticut 06870

**ARTICLE V.** The members shall have the right to admit additional members upon the following terms and conditions:

By affirmative vote of a majority in interest of all of the members.

**ARTICLE VI.** The remaining members of the Limited Liability Company shall 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 Limited Liability Company upon the affirmative vote of a majority in interest of all of the members.

Dated this 18th day of March, 1998.

  
Erika Marshall, Member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**OF**


**PIDG'N INN PARTNERS, L.C.**

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The undersigned Member of Pidg'n Inn Partners, L.C., hereby deposes and says:

1. The above named Limited Liability Company has at least two (2) members;
2. The total amount of cash contributed by the members is One Thousand and 00/100 (\$1,000.00) Dollars;
3. There is no property other than cash contributed by the members.
4. The amount of cash or property anticipated to be contributed by the members is Five Hundred Thousand and 00/100 (\$500,000.00) Dollars; and
5. The total amount of 2, 3 and 4 above is Five Hundred Thousand and 00/100 (\$500,000.00) Dollars.

Dated this 18th day of March, 1998.

  
Erika Marshall, Member

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

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE  
OF

PIDG'N INN PARTNERS, L.C.

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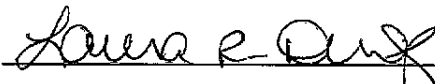
PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Pidg'n Inn Partners, L.C.
2. The name and address of the registered agent and office are Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

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 18th day of March.

CORPORATION SERVICE COMPANY

  
Laura R. Dunlap, Its Agent