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LAW OFFICES

SCOTT M. GRANT, P.A.

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98 MAY 28 PM12:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ADMITTED IN FL AND MA

May 26, 1998

Via Federal Express

Secretary of State
New Corporation Limited Liability
409 East Gains Street
Tallahassee, Florida 32299

800002537838--3
-05/28/98-01005-002
****295.75 ****295.75

Re: TIDES INN ACQUISITION COMPANY, L.C.
a Florida Limited Liability Company

Dear Sir/Madam:

Enclosed for filing, please find Articles of Organization for a Florida Limited Company, in duplicate, with Acceptance of Designation Registered Agent/Registered Office together with a check in the amount of \$293.75, representing the cost of filing the articles, a certificate of status and designation of registered agent, in connection with the above captioned limited liability company. Please return a stamped copy upon acceptance.

If there are any questions please do not hesitate to contact the undersigned.

Very truly yours,

Scott M. Grant

SMG/mj
Enclosures

Name	mtt
Availability	mtt
Document Examiner	mtt
Updater	mtt
Updater Verifier	mtt
Acknowledgement	mtt
W. P. Verifier	mtt

2697-867

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DIVISION OF CORPORATIONS
98 MAY 28 PM 12:15

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is:

TIDES INN ACQUISITION COMPANY, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

2100 Crayton Road
Naples, Florida 34102

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be: 50 years or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by a Manager and the name and address of such manager who is to serve as manager is until such successor is elected and qualified:

Amerigo Management Corporation,
A Florida corporation
2100 Crayton Road
Naples, Florida 34102

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Upon approval by 51% of the Members, the Company is authorized to issue additional Units in the Company and to admit Additional Members to the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the 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.

These Articles are executed this 26th day of May, 1998 by a undersigned Member of TIDES INN ACQUISITION COMPANY, L.C., pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 et. Seq.

MEMBER:

Herbert Pohlmann

HERBERT POHLMANN, TRUSTEE OF
THE HERBERT POHLMANN
DECLARATION OF TRUST June 15, 1990.

Attest:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 12:15

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the Limited Liability Company is:

TIDES INN ACQUISITION COMPANY, L.C.

2. The name and address of the registered agent and office is:

Scott M. Grant, Esquire 3341 Tamiami Trail North

Naples, Florida 34103

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 the accept the obligations of my position as registered agent.


SCOTT M. GRANT, Registered Agent

Date: MAY 26, 1998

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

The undersigned member or authorized representative of a member of TIDES INN ACQUISITION COMPANY, L.C., deposes and says:

1. The above named Limited Liability Company has a least two members.
2. The total amount of cash or property contributed by each member is \$332,000.00.
3. The total amount of cash or property anticipated to be contributed by all members is \$1,660,000.00. This total includes amounts from 2.

Herbert Pohlmann
HERBERT POHLMANN, TRUSTEE OF
THE HERBERT POHLMANN
DECLARATION OF TRUST, U/A DATED
June 15, 1990.

IN ACCORDANCE WITH SECTION 08.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

SWORN TO AND SUBSCRIBED before me this 26th day of May, 1998.

Personally Known

Produced Identification ✓

Type of Identification:

Florida drivers license

Mary James
Notary Public, State of Florida

Mary JAMES
Print Notary Name



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OE Hulse Jr
OWEN E. HULSE, JR. TRUSTEE OF
THE OWEN E. HULES, JR.
DECLARATION OF TRUST, U/A DATED
5/8/89.

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SWORN TO AND SUBSCRIBED before me this 22nd day of May, 1998.

Personally Known

Produced Identification ✓

Type of Identification:

Illinois driver's license

Mary James
Notary Public, State of Florida

Mary JAMES
Print Notary Name

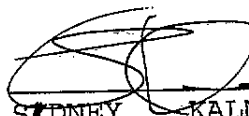


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SIDNEY KALMANS, PRESIDENT
TIDES INN CAPITAL CORPORATION

IN ACCORDANCE WITH SECTION 08.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

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Personally Known

Produced Identification ✓

Type of Identification:

Florida Drivers License

Mary James
Notary Public, State of Florida

Mary JAMES
Print Notary Name

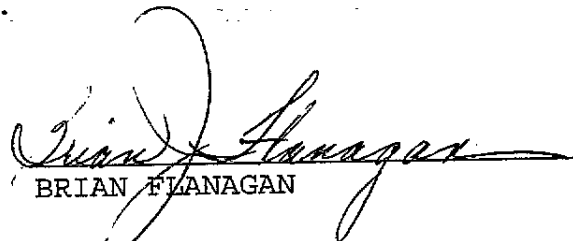


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BRIAN FLANAGAN

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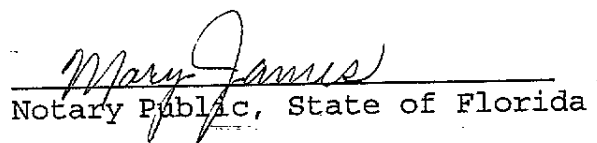
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Personally Known

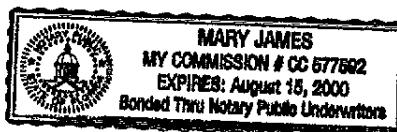
Produced Identification ☒

Type of Identification:

Illinois driver's license


Notary Public, State of Florida

Mary James
Print Notary Name



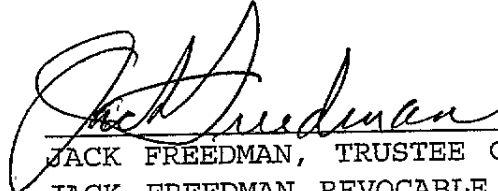
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JACK FREEDMAN, TRUSTEE OF THE
JACK FREEDMAN REVOCABLE TRUST
UNDER AGREEMENT DATED 4/24/81.

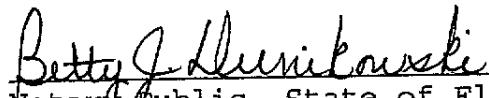
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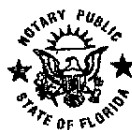
Personally Known ☒

Produced Identification ☐

Type of Identification: _____


Notary Public, State of Florida

Betty J. Dunikowski
Print Notary Name



BETTY J DUNIKOWSKI
My Commission CC442241
Expires Feb. 28, 1999
Bonded by HAI
800-422-1555

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