

L980000000703



ACCOUNT NO. : 072100000032

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AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 337.50

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98 MAY 27 AM 11:12

ORDER DATE : May 27, 1998

ORDER TIME : 12:04 PM

ORDER NO. : 833112-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

900002537139--5

DOMESTIC FILING

NAME: DUPONT PLAZA HOTEL
OPERATING COMPANY, 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: Janna Wilson

EXAMINER'S INITIALS:

Name	<i>mtt</i>
Availability	<i>mtt</i>
Document	<i>mtt</i>
Examiner	<i>mtt</i>
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 27, 1998

JANNA WILSON
SCS CORPORATION COMPANY
TALLAHASSEE, FL

SUBJECT: DUPONT PLAZA HOTEL OPERATING COMPANY, L.C.
Ref. Number: W98000012077

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This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The registered agent must sign accepting the designation.

The document must have original signatures.

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00029732

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Limited Liability Company is: **Dupont Plaza Hotel Operating Company, L.C.**

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o PMG Management, 130 East 57th Street, New York, New York 10022.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be through and including December 31, 2060.

ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and the name(s) and addresses of the managing members are: Ziel Feldman, 130 East 57th Street, New York, New York 10022 and Kevin P. Maloney, 130 East 57th Street, New York, New York 10022.

ARTICLE V

Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon the affirmative vote of the holders of not less than 51% of the membership interests of the Company.

ARTICLE VI

Members Rights to Continue Business

Any surviving member of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of any other member in the limited liability.

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IN WITNESS WHEREOF, I have signed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Dated: May 12, 1998



Zuel Feldman

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: **Dupont Plaza Hotel Operating Company, L.C.**
2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT Acceptable)

Tallahassee, Florida 32301-2607

(City/State/Zip)

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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.


Karen B. Phan
(Signature)

5-28-98
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Dupont Plaza Hotel Operating Company, L.C.** deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is One Million (\$1,000,000) Dollars.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000. This total includes amounts from 2 and 3 above.



*Signature of a Member or Authorized
Representative of a Member*

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