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ACCOUNT NO. : 072100000032

REFERENCE : 857444 8690A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 1:34

ORDER DATE : June 16, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 857444-005

CUSTOMER NO: 8690A

CUSTOMER: Gary Korn, Esq
BEDZOW KORN BROWN WOLFE &
LIPTON, P.A.
P. O. Box 8020

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Hallandale, FL 33008

DOMESTIC FILING

NAME: DAYTONA INN L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/16/98	CERTIFIED COPY
Availability	DCC	PLAIN STAMPED COPY
Document Examiner	CONTACT PERSON: Cassandra Bryant	CERTIFICATE OF GOOD STANDING
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

Bm
6/18/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

CASSANDRA BRYANT
CSC
TALLAHASSEE, FL 32301

SUBJECT: DAYTONA INN L.C.
Ref. Number: W98000013829

RESUBMIT
Please give original
submission date as file date.

We have received your document for DAYTONA INN L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00033446

**ARTICLES OF ORGANIZATION
OF
DAYTONA INN L.C.**

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The undersigned initial member of DAYTONA INN L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: DAYTONA INN L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

307 South 21st Avenue
Hollywood, Florida 33020

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

307 South 21st Avenue
Hollywood, Florida 33020

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

GARY A. KORN, ESQ.
BEDZOW, KORN, BROWN & LIPTON, P.A.
20803 Biscayne Boulevard
Suite 200
Aventura, Florida 33180
(305) 935-6888

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

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ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers of the Company are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Initial Manager: HARVEY BIRDMAN
Address: 307 South 21st Avenue
Hollywood, Florida 33020

Initial Manager: JOHN A. RAINEY
Address: 128 East Granada Boulevard
Ormond Beach, Florida 32176

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

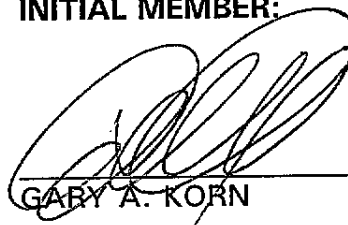
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ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization this 15th day of June, 1998.

INITIAL MEMBER:


GARY A. KORN

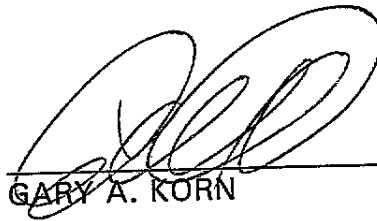
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the
Florida Limited Liability Company Act:

Having been appointed registered agent of DAYTONA INN
L.C. in its Articles of Organization, at the place designated
in such Articles of Organization, the undersigned hereby
agrees to act in this capacity and affirms that he is familiar
with, and accepts, the obligations of such position.

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Dated: June 15, 1998


GARY A. KORN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as the initial member of DAYTONA INN L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by the members is as follows:

\$10.00

3. If any, the agreed value of property other than cash contributed by the members is:

\$500.00

4. The total amount of cash or services anticipated to be contributed by the members is \$510.00. This total includes the amounts from Nos. 2 and 3 above. Services to be contributed will be legal services.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: June 15, 1998

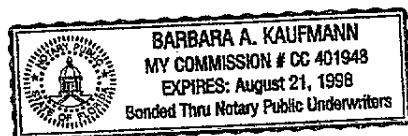
INITIAL MEMBER:

GARY A. KORN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 15th day of June, 1998 by GARY A. KORN, who is personally known to me and who did take an oath.

My Commission Expires:



Barbara A. Kaufmann
Notary Public, State of Florida

Print Name: BARBARA A. KAUFMANN

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