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NAME: SWFL HOTELIER MANAGEMENT, LLC

AUDIT NUMBER.....H98000012703

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF ORGANIZATION  
OF  
SWFL HOTELIER MANAGEMENT, LC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SWFL HOTELIER MANAGEMENT, LC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 9350 Highland Woods Blvd., No. 4302, Bonita Springs, Florida 34135.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is David A. Meyers, 9350 Highland Woods Blvd., No. 4302, Bonita Springs, Florida 34135.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

Prepared By:  
Robert C. Gebhardt, Esq.  
Florida Bar No. 343749  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103  
(941) 263-8898

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#### ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

#### ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is David A. Meyers, 9350 Highland Woods Blvd., No. 4302, Bonita Springs, Florida 34135.

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**EXHIBIT A**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of SWFL HOTELIER MANAGEMENT, 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 \$800,000.
3. If any, the agreed value of property other than cash contributed by member(s) is NONE.
4. The total amount of cash or property anticipated to be contributed by members(s) is NONE.  
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 9, 1998

  
David A. Meyers

STATE OF OHIO

COUNTY OF Greene

Sworn to and subscribed before me this 9 day of July, 1998, by David A. Meyers.

Rachel E. Orzechowski

Notary Public - State of OHIO

Rachel E. Orzechowski

Print, Type or Stamp

Commissioned Name of Notary Public

Personally Known OR Produced Identification .....

Type of Identification Produced .....

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