

L98000000/351

DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

July 31, 1998

327 NORTH HERNANDO STREET
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (904) 752-4120
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4929.03-98-349

Corporate Records Bureau
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Gentlemen:

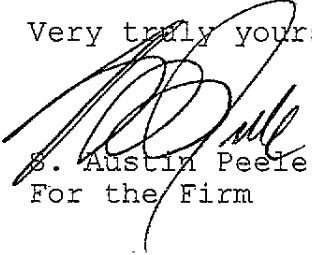
Enclosed is original and executed counterpart of Articles of Organization of ASUTOSH HOTELS, L.C., a limited liability company to be organized under the laws of Florida. Also enclosed is our trust account check in the sum of \$302.50 to cover the cost of the following:

Filing fee	\$250.00
Certified copy fee	52.50
Registered agent fee	35.00
Total	\$337.50

After the articles have been properly filed, please certify the copy and return it to us at your very early convenience.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

SAP/wh
Enclosures

cc: Mr. Anil D. Patel

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater	MAH
Verifier	MAH
Acknowledgment	MAH
W. P. Verityer	MAH

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ARTICLES OF ORGANIZATION
OF
ASUTOSH HOTELS, L.C.

The undersigned, being the members of the limited liability company hereby being formed under Chapter 608, Florida Statutes, hereby adopt the following articles of organization:

I.

The name of the limited liability company is:

ASUTOSH HOTELS, L.C.

(hereinafter the "Company").

II.

The Company shall have perpetual existence, unless dissolved by operation of law.

III.

The street address of the principal office of the Company is 327 North Hernando Street, Lake City, Florida 32055, and the mailing address is Post Office Drawer 1707, Lake City, Florida 32056.

IV.

The name and street address of its initial registered agent in the state of Florida for the Company is S. AUSTIN PEELE, 327 North Hernando Street, Lake City, Florida 32055. Attached hereto is a

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statement signed by the registered agent accepting appointment as such.

V.

The unanimous consent of all members shall be required to admit additional members and in accordance with the terms and conditions of the regulations of the Company. The remaining members of the Company shall have the right to continue the business of the 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.

VI.

The Company shall be managed by the members. The names and addresses of the initial members are:

ADCORE, INC., a Florida corporation, whose mailing address is Post Office Box 3029, Kingsland, Georgia 31548; and

TAVIRAJ, INC., a Florida corporation, whose mailing address is Post Office Box 3029, Kingsland, Georgia 31548,

both of whom shall be the managing members.

VII.

Attached hereto is an affidavit declaring that the Company has at least two (2) members and setting forth the amount of cash and a description and agreed value of property, other than cash,

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contributed by the members, and the amount anticipated to be contributed by the members.


VIII.

None of the members of the Company are liable for the payment of any debt, obligation or other liability of the Company.

IN WITNESS WHEREOF, the members have executed and acknowledged these articles of organization this 31st day of JULY, 1998.

ADCORE, INC.

By:  President

Attest:  Secretary

(CORPORATE SEAL)

TAVIRAJ, INC.

By:  President

Attest:  Secretary

(CORPORATE SEAL)

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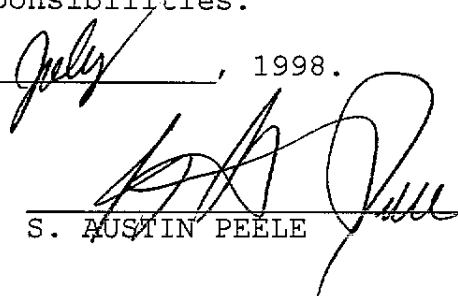
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned, S. AUSTIN PEELE, having been named as registered agent for ASUTOSH HOTELS, L.C., (the "Company") hereby voluntarily consents to serve as registered agent for the Company.

By executing this Consent, the undersigned acknowledges that he is familiar with the obligations and duties of a registered agent as set forth in Chapter 608, Florida Statutes, and hereby accepts those duties and responsibilities.

DATED this 31st day of July, 1998.



S. AUSTIN PEELE

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AFFIDAVIT AS TO CONTRIBUTIONS TO ASUTOSH HOTELS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

STATE OF Florida
COUNTY OF Columbia

BEFORE ME, the undersigned authority personally appeared ANIL D. PATEL, ("Affiant"), who is personally known to me, and who after being duly sworn, deposes and says:

1. Affiant is the President of ADCORE, INC., a Florida corporation, which is one of the members of ASUTOSH HOTELS, L.C., a Florida limited liability company (the "Company") being organized simultaneously herewith. Affiant has personal knowledge of the facts stated herein.

2. The Company has two members at the date of execution of this affidavit, to wit:

ADCORE, INC., a Florida corporation, and
TAVIRAJ, INC., a Florida corporation

3. The total amount of cash contributed by the members to the Company as capital is the sum of ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS. No other property will be contributed by the members as capital for the Company, other than the cash stated herein.

4. Additional capital contributions may be made at such time and in such amounts as may be hereafter agreed upon by the unanimous vote of the members in accordance with the terms and conditions of the regulations of the Company. No additional capital contribution has been agreed upon by the members at this time.

IN WITNESS WHEREOF, Affiant has executed this affidavit this 31 day of July, 1998.

Anil D. Patel
ANIL D. PATEL

SWORN TO AND SUBSCRIBED before me this 31 day of July, 1998.

Wendy A. Hinton
NOTARY PUBLIC, State of FLORIDA

(NOTARIAL SEAL)

My Commission expires:



Wendy A. Hinton
MY COMMISSION # CC806385 EXPIRES
October 8, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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