



THE UNITED STATES
CORPORATION
COMPANY

L98000001426

ACCOUNT NO. : 072100000032

REFERENCE : 923287 4329479

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 337.50

ORDER DATE : August 11, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 923287-005

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

000002612890--0

DOMESTIC FILING

NAME: HSW, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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98 AUG 11 PM 2:40

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SECRETARY OF STATE

8/11/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 11, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HSW, L.L.C.
Ref. Number: W98000018193

RESUBMIT

Please give original
submission date as file date.

We have received your document for HSW, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

In Item 4 on the AFFIDAVIT, it would seem that if \$100,000.00 had been contributed, and that was all that was going to be contributed, then the total anticipated amount of cash and property anticipated to be contributed would be \$100,000.00 and not "0". If you want to use the ZERO amount in Item 4, please add the word "ADDITIONAL" so that the item reads "The total ADDITIONAL amount of cash or property anticipated to be contributed by the members is 0".

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 998A00041699

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Articles of Organization

of

LING TZI, L.L.C.

A Florida Limited Liability Company

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ARTICLE I

Name and Duration

The name of this Limited Liability Company is ~~HSW, L.L.C.~~ LING TZI, L.L.C. (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and terminate upon the event of death, retirement, resignation, expulsion, bankruptcy or dissolution of the Member, or the occurrence of any other event that terminates the continued membership of the Member in the Company, whereupon the Company shall terminate and be dissolved.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 481 Deltona Boulevard, Deltona, Florida 32725, or such other place as the Member of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 1219 E. Colonial Drive, Orlando, Florida 32803. The name of the registered agent at such address is Sheila S. Lang.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are owning, operating, managing, acquiring or disposing of hotel establishments and other real property and to have all the powers granted to a limited liability company under the Florida Limited Liability Company Act.

ARTICLE V

Sole Member

The name and address of the sole member of the Company (the "Member") is:

- (1) Hung Shung Wang
450 Memorial Drive
Chicopee, Massachusetts 01020

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the written consent of the Member (or a majority in interest of the Members which may be admitted following the filing of these Articles), and the managing member shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Management

1. The Company shall be managed by one manager. The above named Member shall serve as manager. The manager of the Company shall conduct the business affairs of the Company, in accordance with the Regulations.

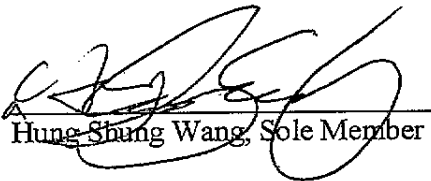
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ARTICLE VIII

Regulations

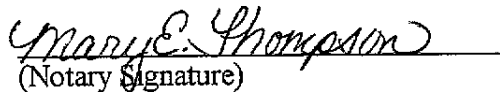
The power to adopt, alter, amend or repeal the regulations of the Company is vested in the Member as provided in the regulations of the Company.

DATED as of the 7 day of August, 1998.


Hung Shung Wang, Sole Member

STATE OF Massachusetts) SS.
COUNTY OF Hampden)

The foregoing instrument was acknowledged before me this 7th day of August, 1998, by Hung Shung Wang, on behalf of the Company, as its Sole Member. He is personally known to me or has produced personally known as identification.


(Notary Signature)

(NOTARY SEAL)

Mary E. Thompson
(Notary Name Printed)
NOTARY PUBLIC
Commission No. expires 9-11-2003

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

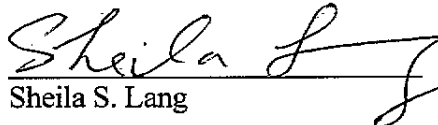
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Pursuant to the provisions of Florida Statute Section 608.415, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is LING TZI, L.L.C.
2. The name and address of the registered agent and office is: Sheila S. Lang, 1219 E. Colonial Drive, Orlando, Florida 32803.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: August 10th 1998.


Sheila S. Lang

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member of LING TZI, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$100,000.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is 0.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Dated: 8/7/98, 1998.


Hung Shung Wang