

U98000001427



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 924795 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 12, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 924795-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
BREIER AND SEIF, P.A.

Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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08/12/98 01058 014
****337.50 ****337.50

DOMESTIC FILING

NAME: ROYAL PALM HOSPITALITY, L.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: KAREN ROZAR

EXAMINER'S INITIALS:

U98-1427

Name	
Availability	MJA
Document	
Examiner	MJA
Updater	MJA
Updater	
Verifier	MJA
Acknowledgement	MJA
P. Verifier	MJA

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ARTICLES OF ORGANIZATION OF A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of the Company is:

ROYAL PALM HOSPITALITY, L.L.C..

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 300 - 71st Street, Suite 635, Miami Beach, Florida 33141.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of four (4) individuals duly elected by the Members in the manner set forth in the Regulations and Operating Agreement of the Company. The names and

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addresses of the initial managers who are to serve as managers until the first annual meeting of the Members or until their successors shall have been duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
AARON SCHECTER	1060 North Northlake Drive Hollywood, Florida 33019
ROBERT D. RAPAPORT	175 Bradley Place Palm Beach, Florida 33480
GERALD S. MILLER	300 - 71st Street, Suite 635 Miami Beach, Florida 33141
PHILIP GOLDFARB	300 - 71st Street, Suite 635 Miami Beach, Florida 33141

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ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI - RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining

Members of the Company unanimously agree to continue the business of the Company.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is ROBERT G. BREIER. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE VIII - REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Regulations and Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE X - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

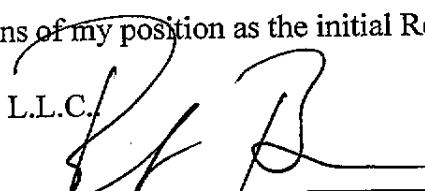
The undersigned Member of ROYAL PALM HOSPITALITY, L.L.C. certifies:

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ROYAL PALM HOSPITALITY, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of ROYAL PALM HOSPITALITY, L.L.C.

Date: 8/16/98


ROBERT G. BREIER, Initial Registered Agent

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1. That ROYAL PALM HOSPITALITY, L.L.C. has at least one Member;
2. The amount of cash contributed by the Members is as follows:

<u>Members</u>	<u>Amounts</u>
AARON SCHECTER	\$ 262,500
ROBERT D. RAPAPORT	262,500
GERALD S. MILLER	105,000
PHILIP GOLDFARB	<u>70,000</u>
Total	<u>\$ 700,000</u>

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3. It is anticipated at this time that no other property shall be contributed to ROYAL PALM HOSPITALITY, L.L.C., by the Members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 11th day of August, 1998.



Member/Manager - GERALD S. MILLER

(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit (Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are true.)