



L98000002/87

MEYER  
JABARA  
HOTELS

BARBARA RICKSEN  
ADMINISTRATOR

September 29, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/07/98--01046--001  
\*\*\*\*285.00 \*\*\*\*285.00

RE: MJ HOTELS OF TALLAHASSEE, L.L.C.

Dear Sir:

Enclosed for filing is an original and one copy of the Articles of Organization for MJ HOTELS OF TALLAHASSEE, L.L.C. and our check in the amount of \$285.00, as follows:

|                  |              |
|------------------|--------------|
| Filing Fee       | \$250.00     |
| Registered Agent | <u>35.00</u> |
|                  | \$285.00     |

Thank you.

Sincerely,

*Barbara Rickse*

Barbara Rickse

BR:mge  
Enclosures

|                   |            |
|-------------------|------------|
| Name              | <i>mdf</i> |
| Availability      | <i>mdf</i> |
| Document Examiner | <i>mdf</i> |
| Updater           | <i>mdf</i> |
| Under Verifier    | <i>mdf</i> |
| Acknowledgement   | <i>mdf</i> |
| W. P. Verifier    | <i>mdf</i> |

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1601 BELVEDERE RD.  
SUITE 407  
WEST PALM BEACH  
FLORIDA 33406

TEL 561-689-6602  
FAX 561-689-4363

ARTICLES OF ORGANIZATION

FOR

MJ HOTELS OF TALLAHASSEE, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is MJ HOTELS OF TALLAHASSEE, L.L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall exist for forty-nine (49) years from date of filing hereof unless sooner terminated as provided herein. Existence shall commence upon the date of subscription and acknowledgment hereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406. The mailing address is the same.

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ARTICLE V

INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is William A. Meyer,  
1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406.

ARTICLE VI

CAPITAL

The capital of the Limited Liability Company is \$1,000 which shall be paid entirely  
in cash. There is no requirement or agreement for additional capital contributions.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous written consent of  
the existing members. Capital contributions required of new members shall be determined  
as of the time of admission to the Limited Liability Company.

A Member's interest in the Limited Liability Company may not be sold or  
otherwise transferred except upon the unanimous written consent of the Members of the  
Limited Liability Company.

ARTICLE VIII

MEMBER'S RIGHTS TO CONTINUE BUSINESS

The Limited Liability Company shall be dissolved upon the death, bankruptcy,  
retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any  
other event which terminates the continued membership of a member; provided, however,

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that all the remaining Members may consent to the continuance of the Limited Liability Company's business notwithstanding the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of a Member. The Limited Liability Company shall be dissolved upon the unanimous written consent of the Members of the Limited Liability Company.

#### ARTICLE IX

##### DISSOLUTION: WINDING UP: LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Withdrawal, retirement, death or expulsion of any Member.
3. Dissolution of any Member who is an entity.
4. Agreement of the Members.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any two Members of the remaining Members within thirty (30) days after the dissolution described in Subsection A of this Article.

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ARTICLE X

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

William A. Meyer  
1601 Belvedere Road  
Suite 407 South  
West Palm Beach, Florida 33406

Richard Jabara  
105 Newtown Road  
Danbury, Connecticut 06810

Gail Asarch  
1601 Belvedere Road  
Suite 407 South  
West Palm Beach, Florida 33406

Janet Walsh  
6 Bently Lane  
Stony Brook, New York 11790

Theodore R. Jabara, Jr.  
366 East Madison  
Cresskill, New Jersey 07628

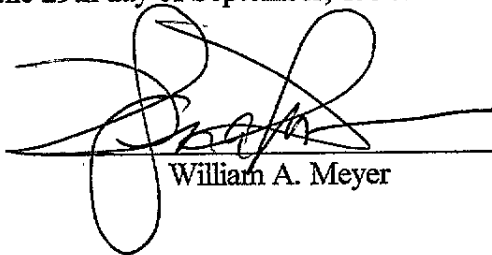
The Managing Members of the Limited Liability Company shall be William A. Meyer and Richard Jabara.

ARTICLE XI

RESTRICTION OF TRANSFER

No Member may transfer or assign his interest in the Limited Liability Company except upon unanimous written consent of the existing members.

IN WITNESS WHEREOF, the undersigned subscribing Managing Member has executed these Articles of Organization effective the 29th day of September, 1998.

  
William A. Meyer

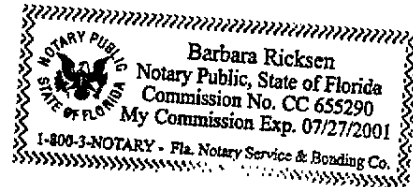
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STATE OF FLORIDA                    )  
                                          : SS.:  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 29th day of September, 1998 by William A. Meyer as attorney-in-fact of MJ HOTELS OF TALLAHASSEE, L.L.C. who is personally known to me and did not take an oath.

Barbara Rickson  
Notary Public

(Seal)

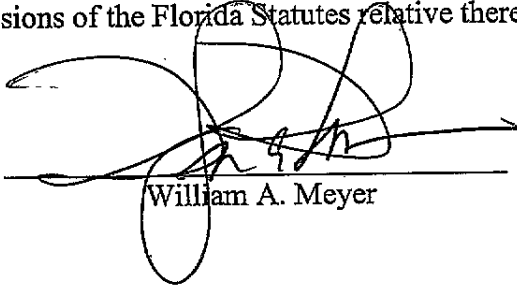


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CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT

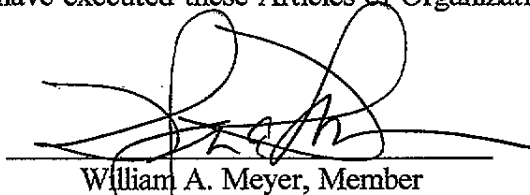
MJ HOTELS OF TALLAHASSEE, L.L.C., a Florida Limited Liability Company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes, with its registered office as indicated in the Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named William A. Meyer, located at 1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406, as its registered agent within the State.

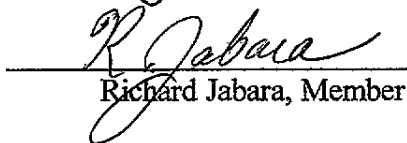
Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

  
\_\_\_\_\_  
William A. Meyer

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IN WITNESS WHEREOF, the undersigned, being the initial members of the Limited Liability Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, have executed these Articles of Organization, this 29th day of September, 1998.

  
William A. Meyer, Member

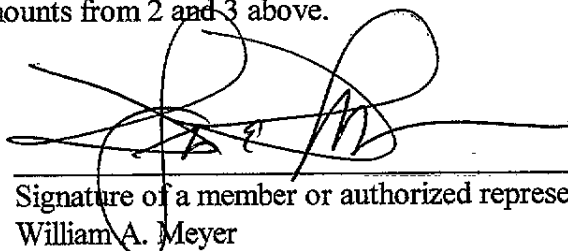
  
Richard Jabara, Member

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#### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MJ HOTELS OF TALLAHASSEE, L.L.C. (the "Limited Liability Company") deposes and says:

- (1) the Limited Liability Company has at least two members
- (2) the total amount of cash contributed by the members is \$1,000
- (3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
A description of the property is attached and made a part hereof.
- (4) the amount of cash or property anticipated to be contributed by members is \$1,000  
This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative of a member.  
William A. Meyer

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