

LA80000002858



ACCOUNT NO. : 072100000032

REFERENCE : 042736 10250A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 337.50

ORDER DATE : November 24, 1998

ORDER TIME : 1:29 PM

ORDER NO. : 042736-005

CUSTOMER NO: 10250A

200002685822--1

CUSTOMER: Ms. Chris L. Wohlbrandt
VOGEL DAVIS & VOGEL
VOGEL DAVIS & VOGEL
Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: OLDE NAPLES INN & SUITES, LLC

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: Christopher Smith

EXAMINER'S INITIALS:

Name	<i>MBH</i>
Availability	<i>MBH</i>
Document	<i>MBH</i>
Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Verifier	<i>MBH</i>
Acknowledgement	<i>MBH</i>
W. P. Verifier	<i>MBH</i>

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98 NOV 24 PM 3:59

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
OLDE NAPLES INN & SUITES, LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

OLDE NAPLES INN & SUITES, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

801 Third Street South
Naples, Florida 34102

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be: 50 years or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a Manager and the name and address of such manager who is to serve as manager until a successor is elected and qualified is:

Amerigo Management Corporation
A Florida Corporation
2100 Crayton Road
Naples, Florida 34102

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

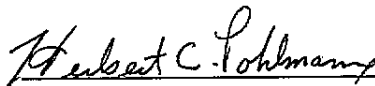
Upon approval by 51% of the Members, the Company is authorized to issue additional Units in the Company and to admit Additional Members to the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall have the right to continue the business on 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 Limited Liability Company.

These Articles are executed this 23rd day of November, 1998 by an undersigned Member of OLDE NAPLES INN & SUITES, LLC, pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

MEMBER:



HERBERT C. POHLMANN, TRUSTEE OF THE
HERBERT CHARLES POHLMANN, JR.
DECLARATION OF TRUST, June 15, 1990

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is:

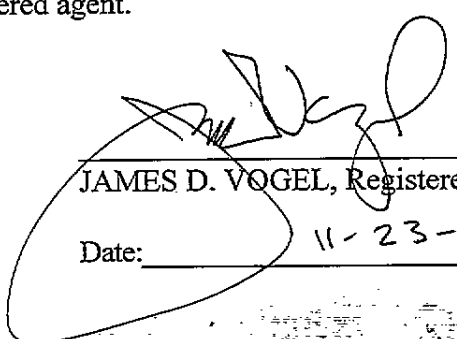
OLDE NAPLES INN & SUITES, LLC

2. The name and address of the registered agent and office is:

James D. Vogel, Esquire

3936 Tamiami Trail North, Suite B
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.



JAMES D. VOGEL, Registered Agent

Date: 11-23-98

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member, or authorized representative of a member, of Olde Naples Inn & Suites, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$1,500,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is: \$1,500,000.00. This total includes amounts from 2 and 3 above.

THE AFFLIANT SAYS NOTHING FURTHER.

Dated this 23rd day of November, 1998.

MEMBER:

Herbert C. Pohlmann
HERBERT C. POHLMANN, TRUSTEE OF THE
HERBERT CHARLES POHLMANN, JR.
DECLARATION OF TRUST, June 15, 1990

SWORN TO AND SUBSCRIBED before me this 23rd day of November, 1998 by Herbert C. Pohlmann who is personally known to me or who produced _____ as identification.



James D. Vogel
MY COMMISSION # CC676097 EXPIRES
August 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC

[Signature]
Notary Public, State of Florida