

L980000003096



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 058009 4329479

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$~~337.50~~ 346.25

ORDER DATE : December 9, 1998

ORDER TIME : 11:47 AM

ORDER NO. : 058009-005

000002707400--4

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: NATIONAL HOSPITALITY, 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: Janna Wilson

EXAMINER'S INITIALS:

Name	
Availability	MAH
Document	MAH
Examiner	MAH
Updater	MAH
U. C. er	MAH
Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -9 PM 1:48

RECEIVED
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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
NATIONAL HOSPITALITY, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is National Hospitality, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 678 Blairshire Circle, Winter Park, Florida 32792, or such other place as the Members 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 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members; Ownership Interests

The name and address of the initial members of the Company (each a "Member") are:

Jack Shepard
678 Blairshire Circle
Winter Park, Florida 32792

David E. Griswold Trust (the "Trust")
David E. Griswold, Trustee ("Trustee")
678 Blairshire Circle
Winter Park, Florida 32792

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The Members' ownership interest in the Company shall initially be:

Jack Shepard
49.99 % ownership interest

The Trust
50.01 % ownership interest

ARTICLE V

Management

The management of the Company shall be reserved to the members. The Trust, named as an initial Member, shall serve as the initial managing member until the first annual meeting of the Members. The Members may elect, by an affirmative vote of a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Regulations. The term "majority in interest" as used in these Articles shall mean a majority of the outstanding ownership interest in the Company held by the Members entitled to vote or consent.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of 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 Company so long as the consent of a majority in interest of the remaining Members is obtained within thirty (30) days after the occurrence of one of the foregoing events.

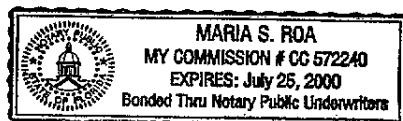
DATED as of the 8th day of December, 1998.

Jack Shepard
Jack Shepard, Member

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of December, 1998, by Jack Shepard, Member of the Company. He is personally known to me or has produced Driver's license as identification.

(NOTARY SEAL)



Maria S. Roa
(Notary Signature)

Maria S. Roa
(Notary Name Printed)
NOTARY PUBLIC

Commission No. CC 572240

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, National Hospitality, LLC 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 National Hospitality, LLC.
2. The name and address of the registered agent and office is: 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

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, by and through its duly elected officer, 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: December 8, 1998.

A.G.C. CO.

A handwritten signature in black ink, appearing to be 'D. M. H.', is written over a horizontal line.

Vice President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of National Hospitality, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$200.
3. No property of value, real or personal, other than cash, will be contributed by the members.
4. The total amount of additional cash or property anticipated to be contributed by the members is ~~200.00~~

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

Dated: December 8, 1998.



Jack Shepard, Member