

L98000003410



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 077970 4329479

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 337.50

98 DEC 23 PM 3:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 23, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 077970-005

CUSTOMER NO: 4329479

100002721951--7

CUSTOMER: Barbara A. Egolf, Esq
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: FORTUNE HOTELS MANAGEMENT
COMPANY, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

W98-28828

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

RECEIVED
98 DEC 24 AM 11:30
TAMPA
DIVISION OF CORPORATIONS
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1998

JANICE VANDERSLICE
CSC

File 1st

RESUBMIT
Please give original
submission date as file date.

SUBJECT: FORTUNE HOTELS MANAGEMENT COMPANY, LLC
Ref. Number: W98000028820

We have received your document for FORTUNE HOTELS MANAGEMENT COMPANY, LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 998A00060393

*We show we submitted
this on the 23rd. Please give
the 23rd file date*

*Thanks
Karen
R301*

RECEIVED
DEC 24 1998
PM 1:11

ARTICLES OF ORGANIZATION
OF
FORTUNE HOTELS MANAGEMENT, L.L.C.

98 DEC 23 PM 3:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I

Name and Duration

The name of this limited liability company is Fortune Hotels Management, LLC (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 12800 University Drive, Suite 350, Ft. Myers, Florida 33907, 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 12800 University Drive, Suite 350, Ft. Myers, Florida 33907. The name of the registered agent at such address is Timothy R. Bogott.

ARTICLE IV

Initial Member

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

Timothy R. Bogott
12800 University Drive
Suite 350
Ft. Myers, Florida 33907

ARTICLE V

Additional Members

No Person shall be admitted to the Company as an Additional Member without the written consent of all of the Members. An admission shall be effective only after the additional member has executed and delivered to the Managing Member a document including such member's notice address and an agreement to be bound by the Regulations of the Company and any amendments thereto.

ARTICLE VI

Management

The Company shall be managed by one or more managers and the management of the Company shall be reserved to the members. Timothy R. Bogott, having an address of 12800 University Drive, Suite 350, Ft. Myers, Florida 33907, named as an initial member, shall serve as the initial Manager until the first annual meeting of the Members or until his successor is elected and has qualified. The Members shall elect, by a majority in interest of the Members, Managers of the Company to conduct the business affairs of the Company, in accordance with the Regulations.

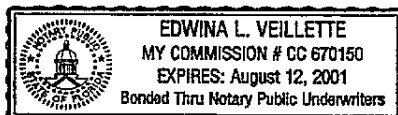
DATED as of the 21 day of December, 1998.



Timothy R. Bogott, Member

STATE OF FLORIDA)
) SS.
COUNTY OF Lee)

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by Timothy R. Bogott, on behalf of the Company. He is personally known to me or has produced N/A as identification.

(NOTARY SEAL)




(Notary Signature)

EDWINA L. VEILLETTE

(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 670150

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Fortune Hotels Management, L.L.C., 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 Fortune Hotels Management, LLC.
2. The name and address of the registered agent and office is: Timothy R. Bogott, 12800 University Drive, Suite 350, Ft. Myers, Florida 33907.

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 21, 1998.


Timothy R. Bogott

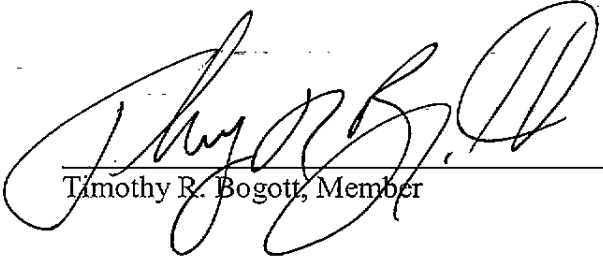
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Fortune Hotels Management, 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 members is \$1.00.
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 \$0.
5. The total amount of 2, 3 and 4 is \$1.00.

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 21, 1998.



Timothy R. Bogott, Member