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**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032
REFERENCE : 083713 80690A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 8:30

ORDER DATE : December 30, 1998

ORDER TIME : 1:41 PM

ORDER NO. : 083713-010

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
BREIER AND SEIF, P.A.
BREIER AND SEIF, P.A.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

*File
2ND*

DOMESTIC FILING

NAME: GATEWAY INN, L.L.C.

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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: Robert Maxwell

EXAMINER'S INITIALS:

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

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:

GATEWAY INN, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 7050 Kirkman Road, Orlando, Florida 32819.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its manager which shall consist of one (1) entity duly elected by the Members in the manner set forth in the Regulations and Operating Agreement of the Company. The name and address of the initial manager who is to serve as manager until the first annual meeting of the

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Members or until their successor shall have been duly elected and qualified as set forth in the Regulations and Operating Agreement of the Company is as follows:

<u>Name</u>	<u>Address</u>
Manager Corp.	300 – 71st Street, Suite 635 Miami, Florida 33141

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 as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VII - INITIAL REGISTERED AGENT

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

ARTICLE VIII - REGULATIONS AND OPERATING AGREEMENT

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 and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the 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 GATEWAY INN, L.L.C. certifies:

1. That GATEWAY INN, L.L.C. has at least one Member;
2. The amount of cash contributed by the Members is \$1000.00.
3. At this time no property has been contributed.
4. It is anticipated at this time that the Partnership Interests in Gateway Partnership of Orlando will be contributed to GATEWAY INN, L.L.C., by the Members and the estimated agreed value of the property to be contributed is \$1,400,000.00.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization this 29 day of December, 1998.

GERALD S. MILLER REVOCABLE LIVING TRUST
- MEMBER

By: [Signature]
GERALD S. MILLER, Co-Trustee

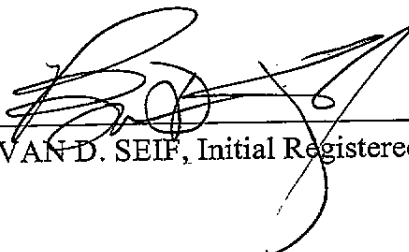
By: [Signature]
BARBARA R. MILLER, Co-Trustee

(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.)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of GATEWAY INN, 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 GATEWAY INN, L.L.C.

Date: December 29, 1998



EVAN D. SEIF, Initial Registered Agent

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