



**THE UNITED STATES  
CORPORATION  
COMPANY**

**L99000000148**

ACCOUNT NO. : 072100000032

REFERENCE : 092700 4329479

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ORDER DATE : January 8, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 092700-005

CUSTOMER NO: 4329479

600002734836--0

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

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DOMESTIC FILING

NAME: FHI MANAGEMENT, 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: Cassandra Lamtn

EXAMINER'S INITIALS: \_\_\_\_\_

**L99-148**

Name	RL-8
Availability	RL-8
Document Examiner	RL-8
Updater	RL-8
Verifier	RL-8
Acknowledgment	RL-8
W. P. Verifier	RL-8

**ARTICLES OF ORGANIZATION  
OF  
FHI MANAGEMENT, LLC**

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**ARTICLE I**

Name and Duration

The name of this limited liability company is FHI 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:

Fortune Hotels Management, LLC  
12800 University Drive  
Suite 350  
Ft. Myers, Florida 33907

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## 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

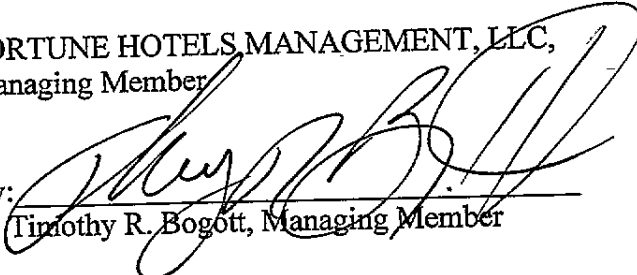
### Management

The Company shall be managed by one or more managers and the management of the Company shall be reserved to the members. Fortune Hotels Management, LLC, 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 its 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 7th day of January, 1999.

FORTUNE HOTELS MANAGEMENT, LLC,  
Managing Member

By:

  
Timothy R. Bogott, Managing Member

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of January, 1999, by Timothy R. Bogott, Managing Member of Fortune Hotels Management, LLC, on behalf of the Company. He is personally known to me or has produced FLORIDA DRIVER'S LICENSE as identification.

Mary M. Curry  
(Notary Signature)

(NOTARY SEAL)

(Notary Name Printed) MARY M. CURRY  
Notary Public, State of Florida  
My Comm. Expires June 7, 2000  
No. CC 543824  
NOTARY PUBLIC  
Commission No. 1-800-722-0121  
Bonded Thru Official Notary Service

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, FHI Management, 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 FHI 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: January 7, 1999.

  
\_\_\_\_\_  
Timothy R. Bogott

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Member of FHI Management, LLC, deposes and says:

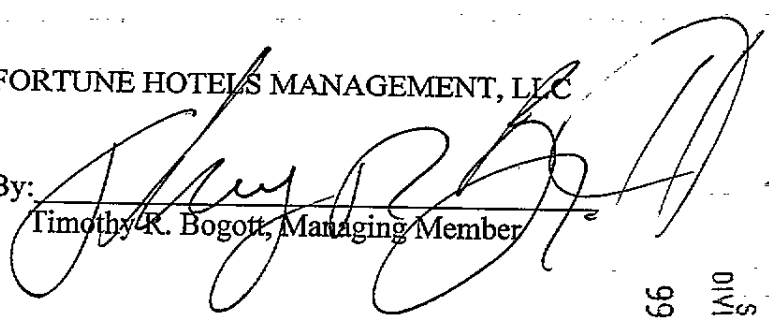
1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1.00.
3. No property of value, real or personal, other than cash, will be contributed by the members.
4. The total amount of additional cash or property anticipated to be 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: January 1, 1999.

FORTUNE HOTELS MANAGEMENT, LLC

By:

  
Timothy R. Bogott, Managing Member

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