

L99000000384

LA OFFICES
ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O
LEONARD ROBBINS
KENNETH A. RUBIN

REUBEN M. SCHNEIDER O X *
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN O

OF COUNSEL
STANLEY D. GOTTSEGEN †

(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494

HOLLYWOOD
(954) 921-5500
FAX: (954) 925-7013
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:
Boca Raton

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

FILE NO. DICEC-0002

January 6, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization Toole-Dickson Hospitality
Group, L.C.

Dear Sir or Ms.:

Enclosed is an original and one copy of the Organization of the referenced limited liability company and a check in the amount of \$293.75 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,

William S. Kramer

WSK/jkw
Enclosures

cc: Mr. David Toole
Mr. E. Hal Dickson
Keith Bennet, C.P.A.

Name	Availability
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 PM 4:14

ARTICLES OF ORGANIZATION
OF
TOOLE-DICKSON HOSPITALITY GROUP, L.C.

The undersigned initial members of TOOLE-DICKSON HOSPITALITY GROUP, L.C., a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

TOOLE-DICKSON HOSPITALITY GROUP, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

Toole-Dickson Hospitality Group, L.C.
c/o John David Toole
2415 Riverlane Terrace
Ft. Lauderdale, FL 33312

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 JAN 11 PM 4:14

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

Toole-Dickson Hospitality Group, L.C.
c/o John David Toole
2415 Riverlane Terrace
Ft. Lauderdale, FL 33312

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

John David Toole
2415 Riverlane Terrace
Ft. Lauderdale, FL 33312

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed, effective January 1, 1999, and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company is to be managed by its members. The names and addresses of the initial managing members are set forth below. The initial managing members shall serve as manager until the first annual meeting of members or until their successors are elected and qualify.

John David Toole
2415 Riverlane Terrace
Ft. Lauderdale, FL 33312

E. Hal Dickson
511 W. Harris
San Angelo, TX 76903

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members holding a majority in interest of membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the

Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION


Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE XII. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 1st day of January, 1999.

INITIAL MEMBERS:



JOHN DAVID TOOLE



E. HAL DICKSON

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

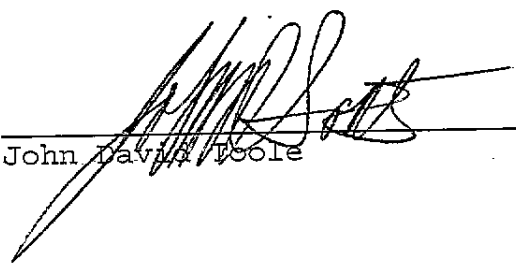
1. The name of the limited liability company is:

TOOLE-DICKSON HOSPITALITY GROUP, L.C.

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

**John David Toole
2415 Riverlane Terrace
Ft. Lauderdale, FL 33312**

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.



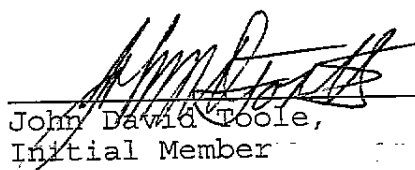
John David Toole

Date: January 1, 1999.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

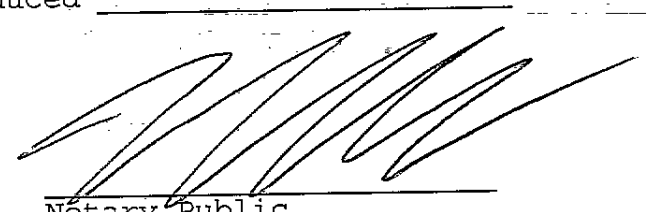
The undersigned member or authorized representative of a member of TOOLE-DICKSON HOSPITALITY GROUP, L.C. deposes and says:

- 1) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 2) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is: waiver of franchise fee.
- 3) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 4) the total amount of 2, 3, and 4 is \$ 1,000.00


John David Toole,
Initial Member

STATE OF FLORIDA)
):ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by John David Toole who [] is personally known to me, or [] has produced as identification.


Notary Public

My Commission Expires:

