

L990000000560

Monday, February 1, 1999

Division of Corporations

Page: 1

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000002502 5))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

RECEIVED
99 FEB - 1 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Journey's Inn 45th Street, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$293.75

Name	2/1/99
Availability	<i>[Signature]</i>
Document	
Examiner	DCC
Updater	
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
99 FEB - 1 PM 1:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Corporate Filing

Public Access Help

L990000000560

<https://ccfse1.dos.state.fl.us/scripts/efilcovr.exe>

H99000002502

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

Journey's Inn 45th Street, LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:

Journey's Inn 45th Street, LLC

1230 Fairview Lane

Riviera Beach FL 33404

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Lawrence J. Diamond

222 Lakeview Avenue

Esperante, Suite 1330

West Palm Beach FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 1:20

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Lawrence J. Diamond | FL Bar Member 0045100

Ackerman, Link & Sartory P.A.

222 Lakeview Avenue

Esperante, Suite 1330

West Palm Beach FL 33401

561-838-4100

H99000002502

Copyright © 1993-1999 CC

H99000002502

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

DOUGLAS A. HOLDER JR.
1230 Fairview Lane, Riviera Beach, FL 33404
LARRY V. WATTS
1230 Fairview Lane, Riviera Beach, FL 33404

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1999 FEB -1 PM 1:20

Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Lawrence J. Diamond | FL Bar Member 0045100
Ackerman, Link & Sartory P.A.
222 Lakeview Avenue
Esperante, Suite 1330
West Palm Beach FL 33401
561-838-4100
H99000002502

Copyright © 1993-1999 CC

H99000002502

Article X. Company Existence

The Company's existence shall begin effective as of February 1, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
LAWRENCE J. DIAMOND
by L.A. Uriarte as attorney-in-fact

Date: February 1, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 1:20

Lawrence J. Diamond | FL Bar Member 0045100
Ackerman, Link & Sartory P.A.
222 Lakeview Avenue
Esperante, Suite 1330
West Palm Beach FL 33401
561-838-4100
H99000002502

H99000002502

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
Journey's Inn 45th Street, LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
LAWRENCE J. DIAMOND
by L.A. Uriarte as attorney-in-fact

Date: February 1, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 1:20

Lawrence J. Diamond | FL Bar Member 0045100
Ackerman, Link & Sartory P.A.
222 Lakeview Avenue
Esperante, Suite 1330
West Palm Beach FL 33401
561-838-4100
H99000002502

Copyright © 1993-1999 CC

H99000002502

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Journey's Inn 45th Street, LLC

REGISTERED AGENT/OFFICE:

Lawrence J. Diamond
222 Lakeview Avenue
Esperante, Suite 1330
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 1 1999
PM 1:20



Lawrence J. Diamond
by L.A. Uriarte as attorney-in-fact

Date: February 1, 1999

Lawrence J. Diamond | FL Bar Member 0045100
Ackerman, Link & Sartory P.A.
222 Lakeview Avenue
Esperante, Suite 1330
West Palm Beach FL 33401
561-838-4100
H99000002502