

**CORPORATE
ACCESS,
INC.**

L99000001262

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

3/4/99 4:00 PM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 AM 9:12

☐ **CERTIFIED COPY**

☐ **CUS**

☒ **PHOTO COPY**

☒ **FILING**

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-03/04/99--01061--021

****285.00 ****285.00

1.) *AHK L.L.C.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*OK
3/4/99*

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: AHK, L.L.C.
Ref. Number: W99000005364

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99 MAR -4 AM 9:42

Corrected
3/5/99
Sam

We have received your document for AHK, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$285.00 payment.

In Article i, you list the principal place of business. Please ALSO list the company's MAILING ADDRESS.

ALSO, on your AFFIDAVIT, the amount indicated as the sum of items 2, 3 and 4 is NOT the sum of these three items. Please correct the appropriate item., *#10*

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file. *H.A.K., L.L.C.*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kehr
Corporate Specialist

Letter Number: 399A00010102

RECEIVED
99 MAR -5 AM 9:00
DIVISION OF CORPORATIONS

ARTICLES OF ASSOCIATION

OF

H.A.K., L.L.C.

The undersigned subscribers to these Articles of Association, natural persons competent to contract, hereby forms a limited Liability Company under the laws of the State of Florida.

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ARTICLE I. NAME

The name of the company shall be:

H.A.K., L.L.C.

The principal place of business of this company shall be at 5263 Fisher Island Drive, Fisher Island, FL 33109.

Above is also the mailing address of the company.

ARTICLE II. NATURE OF BUSINESS

This company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to the purchasing, constructing, rehabilitation, owning, and management of hotel properties.

ARTICLE III. TERM OF EXISTENCE

The duration of the company shall be 29 years, or a lesser time if so desired by a majority of its members.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

company shall be 555 N.E. 15th Street, Suite 100, Miami, Florida
and the name of the initial registered agent of the company at that
address is David A. McKibbin.

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ARTICLE V. INITIAL CONTRIBUTIONS

This company shall have an initial contribution to capital of One
Million Forty Thousand Dollars and 00/100 (\$1,040,000.00).

ARTICLE VI. ADDITIONAL CONTRIBUTIONS

All members may be required to make additional contributions if,
the manager of the company finds that the company requires additional
capital in which to operate the company or to preserve its assets.

ARTICLE VII. MANAGERS

This corporation shall have one manager. The name and street
address of the initial manager who shall hold office for the first
year of the company, or until his successor is elected or appointed
is:

George T. Anthony
5263 Fisher Island Drive
Fisher Island, FL 33109

Said manager shall operate the company on a day to day basis, and
is granted all powers under Chapter 608, Florida Statutes (1991), as
amended, except that to mortgage, sell, exchange or convey title to
any real property the manager shall obtain the written consent of at
least two thirds (66.66%) of the members.

ARTICLE VIII. ADMISSION OF NEW MEMBERS

New members may be admitted only on written approval of each and every member of the company (unanimous consent), or as provided for in that certain Members' Agreement between the members dated March 1999.

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ARTICLE IX. MEMBERS

George T. Anthony

Ira J. Kaufman

Edward F. Heil, Jr.

ARTICLE X. RIGHT OF CONTINUANCE

The members are hereby granted the right to continue the operation of the company in the event that one or more of its members dies, retires, resigns, is expelled, becomes bankrupt, the dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the company, subject to the March 3, 1999 Members' Agreement.

ARTICLE XI. POWERS

The manager is hereby granted all powers consistent with Chapter 608, Florida Statutes, as amended. In addition, he is granted all powers that would be given to a president of a corporation, except that to mortgage, sell, exchange or convey title to any real property the manager shall obtain the written consent of at least two-thirds (66.66%) of the members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of March 1999.

By:

George T. Anthony

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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1 day
of March 1999, by George T. Anthony who is personally known to me / or
produced Drivers License, as identification.

[Signature]
Notary Public, State of Florida at Large
My Commission Expires:

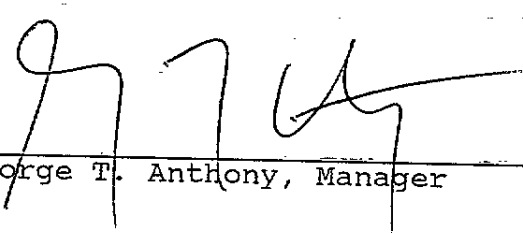


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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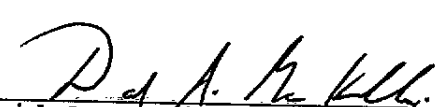
In pursuance of Chapters 48.091, 608.415 and 608.416, Florida Statutes, the following is submitted, in compliance with said Act:

H.A.K., L.L.C. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Association, at City of Miami, County of Dade, State of Florida, has named David A. McKibbin located at 555 N.E. 15th Street, Suite 100, Miami, FL 33132 as its agent to accept service of process within this State.


George T. Anthony, Manager

ACKNOWLEDGMENT BY DESIGNATED AGENT

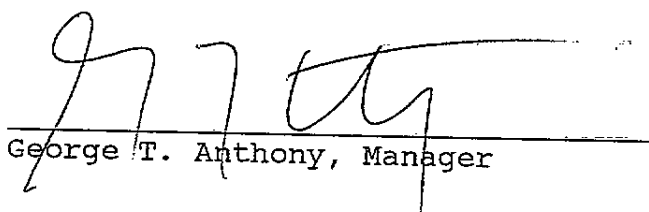
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


David A. McKibbin

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of H.A.K., L.L.C. deposed and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s)
is \$1,040,000.00
- 3) if any, the agreed value of the property other than cash
contributed by member(s) is \$0.00
- 4) the amount of cash or property anticipated to be contributed by
member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$1,040,000.00


George T. Anthony, Manager

(In accordance with section 608.408(3), Florida statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Subscribed and sworn to before me this 1 day of March, 1999.


Notary Public

My commission expires:

