

L99000001590

February 9, 1999

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for First Florida Lodging, L.L.C.

To Whom It May Concern:

200002776232-15
-02/15/99--01146--003
****337.50 ****337.50

Enclosed please find the above mentioned Articles of Organization and Certificate of Designation of Registered Agent/Registered Office. Also included is a check in the amount of \$337.50 for Filing Fees for Articles of Organization and Affidavit (\$250.00), fee for Designation of Registered Agent (\$35.00) and Certified Copy (\$52.50).

Your attention to this matter is appreciated.

Yours truly,



Randy Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543
813-933-6471

W99-945

CM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 AM 8:37



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

RANDY GOODELL
1946 TARPON COURT
WESLEY CHAPEL, FL 33543

SUBJECT: FIRST FLORIDA LODGING, L.L.C.
Ref. Number: W99000004237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 AM 8:37

We have received your document for FIRST FLORIDA LODGING, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 599A00007610



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 1999

RANDY GOODELL
1946 TARPON COURT
WESLEY CHAPEL, FL 33543

SUBJECT: FIRST FLORIDA LODGING, L.L.C.
Ref. Number: W99000004237

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DIVISION OF CORPORATIONS
99 MAR 22 AM 8:37

We have received your document for FIRST FLORIDA LODGING, L.L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 299A00010458

ARTICLES OF ORGANIZATION FOR FIRST FLORIDA LODGING, L.L.C.

ARTICLE I – Name

The name of the Limited Liability Company is First Florida Lodging, L.L.C.

ARTICLE II – Address

The mailing address and street address of the principal office of First Florida Lodging, L.L.C. is:

1946 Tarpon Court
Wesley Chapel, FL 33543

ARTICLE III – Duration

The period of duration for First Florida Lodging, L.L.C. shall be to January 1, 2048.

ARTICLE IV – Management

First Florida Lodging, L.L.C. is to be managed by the Members of the Company. The names and addresses of the Managing Members are:

	Interest
Randy Goodell 1946 Tarpon Court Wesley Chapel, FL 33543	60%
Andrew Ogden 13353 N. Cleveland Ave. N. Fort Myers, FL 33903	40%

ARTICLE V – Admission of additional members

The Managing Members have the right to admit additional Members to First Florida Lodging, L.L.C. The Managing Members shall in accordance with their respective Interests exercise sole control of this right. The vote of the majority Interest shall control. Additional Members to the company may be admitted upon payment of contributions equal to the fair market value of the Company at the time of admission. The Managing Members will determine fair market value.

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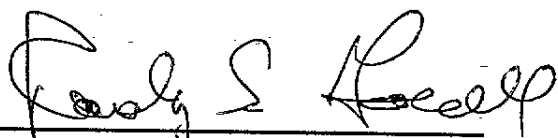
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ARTICLE VI – Members rights to continue business

The Members of First Florida Lodging, L.L.C. shall have the right to continue business upon 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 remaining Members shall have the right to buy the terminating Interest of the Capital Contribution from the departing Member at fair market value. Fair market value shall be determined by calculating the total amount of cash returned on the Interest for the life of the contribution. This return will be averaged by the number of years in place and divided by a 12% Capitalization rate. Should more than one Member wish to purchase the Terminating Interest, priority shall be given to Members in descending preference based upon Membership Interest percentage. In the event more than one Member wishes to purchase the terminating Interest and they have the same Interest percentage, the oldest Member has priority. Should their time in the Company be equal, they shall decide by lot. Should the remaining members decline to buy the terminating Interest, it may be sold, or inherited and the Managing Member(s) will determine if the purchaser is to be admitted as a new Member.

ARTICLE VII – Affidavit of membership and contributions

The undersigned member of First Florida Lodging, L.L.C. certifies that First Florida Lodging, L.L.C. has two Members. The total amount of cash contributed to date is \$500.00. The total amount of cash and property anticipated to be contributed by Members is \$225,000. The agreed value of property other than cash contributed by the Members is \$0.00.



Randy S. Goodell, Managing Member

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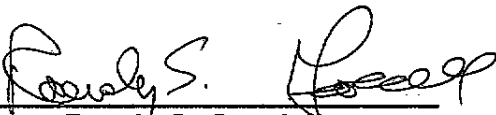
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability Company is First Florida Lodging, L.L.C.
2. The name and the Florida street address of the registered agent are:

Randy S. Goodell
1946 Tarpon Court
Wesley Chapel, FL 33543

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the 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.


Randy S. Goodell