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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Cascade Associates LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENTS	
	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/QUALIFICATION	
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	Limited Partnership
	Reinstatement
	Trademark
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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 1999

UCC FILING & SEARCH SERVICES, INC.
526 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: CASCADE ASSOCIATES LLC
Ref. Number: W99000009729

We have received your document for CASCADE ASSOCIATES LLC 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 document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00021865

**ARTICLES OF ORGANIZATION
OF
CASCADE ASSOCIATES, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be CASCADE ASSOCIATES, L.L.C., and its principal office shall be located at 325 Fifth Avenue, Suite 207, in the City of Indialantic, County of Brevard, State of Florida, with the mailing address being the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

The sole business and purpose of the limited liability company is to own and/or operate a hotel in Lafayette, Indiana, known as "Holiday Inn Lafayette North" (the legal description of which is attached as Exhibit "A") as a single purpose entity and shall engage in no other business or own any other assets unless used in connection with the ownership and/or operation of the hotel. In performing this purpose, the limited liability company shall have the power to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts as they relate to the Holiday Inn Lafayette North.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and

the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

CHARLES R. FAUST
325 Fifth Avenue, Suite 207
Indialantic, FL 32903

C. WAYNE THOMPSON
325 Fifth Avenue, Suite 207
Indialantic, FL 32903

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of 500.00 cash shall be paid to the limited

liability company by the two members proportionally in accordance with their profit shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions proportionately in accordance with their profit shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

CHARLES R. FAUST	50%
C. WAYNE THOMPSON	50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

CHARLES R. FAUST	50%
C. WAYNE THOMPSON	50%

ARTICLE VIII

DURATION

The limited liability company shall exist until December 31, 2039, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


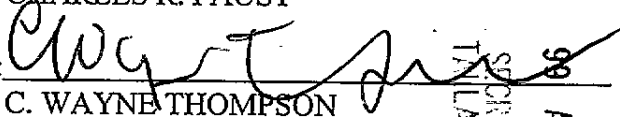
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 325 Fifth Avenue, Suite 207, Indialantic, FL 32903 and the name of the company's initial registered agent at that address is LAUREN B. KOONIN.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CASCADE ASSOCIATES, L.L.C.

Executed by the undersigned at Brevard County, Florida on April 20, 1999.

By: 
CHARLES R. FAUST
By: 
C. WAYNE THOMPSON

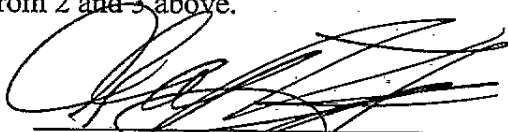
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BREVARD

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of CASCADE ASSOCIATES, L.L.C., deposes and says:

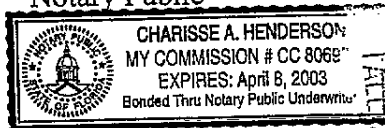
1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is \$400,000.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$400,500.00. This total includes the amounts from 2 and 3 above.


CHARLES R. FAUST

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing was acknowledged before me this 20th day of April, 1999,
by CHARLES R. FAUST (member or agent) on behalf of CASCADE ASSOCIATES, L.L.C.,
a limited liability company. He is personally known to me.

Charisse A. Henderson
Notary Public



STATE OF FLORIDA)
COUNTY OF BREVARD)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is CASCADE ASSOCIATES, L.L.C.

The name of the registered agent for CASCADE ASSOCIATES, L.L.C. is LAUREN B. KOONIN, and the street address of the company's principal office where the agent is located is 325 Fifth Avenue, Suite 207, Indialantic, FL 32903.

This statement is acknowledged that as indicated above, CASCADE ASSOCIATES, L.L.C., has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the 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.

Date: April 15, 1999

Lauren B. Koonin
LAUREN B. KOONIN

The foregoing instrument was acknowledged before me this 15 day of April, 1999, by LAUREN B. KOONIN, agent on behalf of CASCADE ASSOCIATES, L.L.C., a limited liability company. He is personally known to me.

Lori A. Van Zandt
Notary Public



Lori A Van Zandt
My Commission CC614017
Expires January 15, 2001

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LEGAL DESCRIPTION:

PARCEL 1

A part of the East Half of the Northeast Quarter of Section Twenty-eight (28), Township Twenty-four (24) North, Range Four (4) West, Tippecanoe Township, Tippecanoe County, Indiana, more completely described as follows, to-wit:

Beginning at a point, said point being South $0^{\circ}37'30''$ East a distance of 840.6 feet from the Northeast corner of said Northeast Quarter of Section 28-24-4; thence South $89^{\circ}22'30''$ West a distance of 175.0 feet; thence South $0^{\circ}37'30''$ East a distance of 630.0 feet to an iron pipe; thence South $2^{\circ}04'30''$ West a distance of 188.15 feet to the true point of beginning; thence South $2^{\circ}04'30''$ West a distance of 716.85 feet to an iron pipe on the Limited Access and Right of Way line of Indiana Interstate Highway I-65; thence North $66^{\circ}56'30''$ West along the aforesaid right of way line a distance of 470.0 feet to an iron pipe; thence North $0^{\circ}25'46''$ West a distance of 266.25 feet to a point; thence South $89^{\circ}22'30''$ West a distance of 172.34 feet to a point; thence North $0^{\circ}25'46''$ West a distance of 167.20 feet to a point; thence North $89^{\circ}22'30''$ East a distance of 172.34 feet to a point; thence North $0^{\circ}25'46''$ East a distance of 93.82 feet to a point; thence North $89^{\circ}22'30''$ East a distance of 462.39 feet to the point of beginning, and containing 7.071 acres, more or less.

PARCEL 2

A part of the East Half of the Northeast Quarter of Section Twenty-eight (28), Township Twenty-four (24) North, Range Four (4) West, Tippecanoe Township, Tippecanoe County, Indiana, more completely described as follows, to-wit:

Beginning at a point, said point being South $0^{\circ}37'30''$ East a distance of 840.6 feet from the Northeast corner of said Northeast Quarter of Section 28-24-4; thence South $89^{\circ}22'30''$ West a distance of 175.0 feet; thence South $0^{\circ}37'30''$ East a distance of 630.0 feet; thence South $2^{\circ}04'30''$ West a distance of 188.15 feet to the true point of beginning; thence South $2^{\circ}04'30''$ West a distance of 716.85 feet to an iron pipe on the Limited Access and Right of Way line of Indiana Interstate Highway I-65; thence South $66^{\circ}56'30''$ East along the aforesaid right-of-way line a distance of 33.6 feet to an iron pipe; thence North $43^{\circ}27'30''$ East along the Limited Access and Right-of-Way line a distance of 100.61 feet to an iron pipe; thence North $87^{\circ}55'30''$ West a distance of 50.0 feet to an iron pipe; thence North $2^{\circ}04'30''$ East a distance of 50.0 feet to an iron pipe; thence South $87^{\circ}55'30''$ East a distance of 50.0 feet to the West limited Access Right-of-Way line of Indiana State Highway #43; thence North $2^{\circ}04'30''$ East along the aforesaid West line of Highway #43 a distance of 600 feet, more or less, to point, said point being North $89^{\circ}22'30''$ East a distance of 100 feet from the point of beginning, thence South $89^{\circ}22'30''$ West a distance of 100 feet to the point, of beginning.

EXCEPT Beginning at a point 840.53' South, $00^{\circ}37'30''$ East and 30.00' South, $89^{\circ}22'30''$ West of the North East corner of the Northeast Quarter of Section 28, Township 24 North, Range 4 West, said point being on the West Right of Way line of State Road #43 and

North 00° 37' 30" West 80' of the end of the limited access Right of Way of Interstate Route #65, thence South 00° 37' 30" East, a distance of 80.00' over and along the West Right of Way line of said State Road #43 to a point on the end of the limited access Right of Way of said Interstate Route #65, thence on and along the Westerly Right of Way line of said limited access Right of Way of Interstate Route #65, the following courses and distances: South 89° 22' 30" West, a distance of 45.00' to a point, thence South 00° 37' 30" East, a distance of 550.00' to a point, thence South 02° 04' 30" West, a distance of 800.90' to a point, thence North 87° 55' 30" West a distance of 20.00' to the place of beginning of this description: Thence from this place of beginning, North 87° 55' 30" West a distance of 30.00' to a point, thence North 02° 04' 30" East a distance of 60.00', thence South 87° 55' 30" East a distance of 30.00', thence South 02° 04' 30" West a distance of 60.00' to the place of beginning of this description. Containing .01 of an acre.

TOGETHER WITH A MUTUAL NON-EXCLUSIVE EASEMENT OF INGRESS AND EGRESS over, upon and across the following parcel of real property:

A part of the East Half of the Northeast Quarter of Section Twenty-eight (28), Township Twenty-four (24) North, Range Four (4) West, Tippecanoe Township, Tippecanoe County, Indiana, more completely described as follows, to-wit:

Beginning at a point on the East line of the Northeast Quarter of section 28-24-4, said point being South 0°-37'-30" East a distance of 840.6 feet from the Northeast corner of said quarter section; thence South 89°-22'-30" West a distance of 175.0 feet; thence South 0°-37'-30" East and parallel to the East line of said quarter section a distance of 630.0 feet to an iron pipe; thence South 2°-04'-30" West a distance of 188.15 feet to a point; thence North 89°-22'-30" East a distance of 100 feet to the West limited access Right-of-Way line of Indiana State Highway #43; thence North 2°-04'-30" East a distance of 188.15 feet, more or less, to an iron pipe; thence North 0°-37'-30" West, and parallel to and 75.0 equidistant from the East line of the aforesaid quarter section line, a distance of 550.0 feet to an iron pipe; thence North 89°-22'-30" East a distance of 75.0 feet to the East line of said quarter section; thence North 0°-37'-30" West along the East line of said quarter section line a distance of 80.0 feet to the point of beginning.

N O T E: The legal description in the Parcel 2 Exception calls for .01 Acres of land (Deed Record 73 Page 4). Survey No. E 80159 B, prepared by Vester and Associates, Inc. states that the same tract contains .04 Acres of land.