

L99000002478

FARMER, PRICE, HORNSEY & WEATHERFORD, L.L.P.

115 WEST ADAMS STREET  
DOTHAN, ALABAMA 36303

J. HUBERT FARMER (1896-1976)

\*EDWARD M. PRICE, JR.

ERNEST H. HORNSEY

JOEL W. WEATHERFORD

D. LEWIS TERRY, JR.

\*\*ELIZABETH B. GLASGOW

J. VINCENT EDGE

\*ALSO LICENSED IN FLORIDA

\*\*ALSO LICENSED IN GEORGIA

MAILING ADDRESS:

P. O. DRAWER 2228

DOTHAN, ALABAMA 36302

TELEPHONE (334) 793-2424

FAX (334) 793-6624

April 26, 1999

Via: Federal Express

Florida Department of State

Registration Section

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

300002855533--9

-04/28/99--01112--008

\*\*\*\*285.00 \*\*\*\*285.00

Re: Sunbelt Hotels-Florida II, L.L.C.

Dear Sir/Madame:

Please find enclosed herewith the original and a copy of the Articles of Organization, Certificate of Designation of Registered Agent and check in the sum of \$285.00 for the filing fee as concerns the above referenced matter. I would appreciate if you would return a "stamped/ filed in" copy to our office in the self-addressed stamped envelope which I have enclosed.

If you should have any questions with regard to the foregoing, please do not hesitate to contact me.

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

Sincerely,

*Myra S. Shipes*

Myra S. Shipes  
Paralegal

mss\

Enclosures: As stated

F:\ed\blumberg\letters\Florida Dept. of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**SUNBELT HOTELS-FLORIDA II, L.L.C.**

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 1:43

Pursuant to the provisions of Chapter 608, Florida Statutes (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

**ARTICLE I**

Name

The name of the Limited Liability Company is **SUNBELT HOTELS-FLORIDA II, L.L.C.** (the "Company").

**ARTICLE II**

Address

The mailing address and street address of the principal office of the Company is **Post Office Box 5566, Dothan, Alabama 36302.**

**ARTICLE III**

Duration

The duration of the company shall be perpetual, unless it is dissolved and its affairs wound up pursuant to the Regulations of the Company.

**ARTICLE IV**

Management

The Company is to be managed by one or more managers, and name and mailing address of the initial manager, who shall serve until his successor is elected and begins serving, is **Larry G. Blumberg, P. O. Box 5566, Dothan, Alabama 36302.**

## ARTICLE V

### Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the regulations of the Company.

## ARTICLE VI

### Members Rights to Continue Business

The remaining members of the Company have the right to continue the business on 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 business may be continued only on the unanimous written consent of the remaining members.

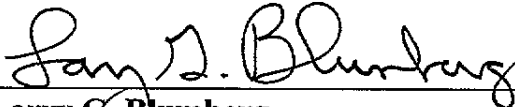
## ARTICLE VII

### Affidavit of Membership and Contributions

The undersigned member of **Sunbelt Hotels-Florida II, L.L.C.** certifies:

- (1) The Company has at least one member;
- (2) The total amount of cash contributed by the members is \$1,000.00;
- (3) No property other than cash will be contributed by the members;and
- (4) The total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.00.

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.

  
\_\_\_\_\_  
**Larry G. Blumberg**  
**Member**

**PREPARED BY:**  
**Edward M. Price, Jr., Esquire**  
**FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.**  
**Post Office Drawer 2228**  
**Dothan, AL 36302**  
**334/793-2424**  
**FLORIDA BAR NUMBER: 207551**

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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:

**Sunbelt Hotels-Florida II, L.L.C.**

2. The name and the Florida street address of the registered agent are:

CT CORPORATION SYSTEM

NAME

1200 S. Pine Island Road

Florida street address (P.O. Box NOT Acceptable)

Plantation, Florida 33324

City, State and Zip

*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.*

*Dale H. Morris*

Signature