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May 28, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Filing of Articles of Organization of Genesis Hotels, LLC
Our File: 5000.02

000002891840--7
-06/02/99--01007--018
****293.75 ****293.75

Dear Sir or Madam:

I enclose an original and a duplicate of the Articles of Organization and Certificate of Designation of Registered Agent form regarding the above-referenced limited liability company, to be filed with the Secretary of State. The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed is a check in the amount of \$293.75 representing the filing fees.

Should you have any questions, please feel free to call our office.

Sincerely,

Andrew R. Friedman
ANDREW R. FRIEDMAN

ARF/jh
enc.

FILED
99 JUN -2 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

62
6-2-99

ARTICLES OF ORGANIZATION
OF
GENESIS HOTELS, LLC

ARTICLE I
NAME

The name of this limited liability company is GENESIS HOTELS, LLC.

ARTICLE II
DURATION

This limited liability company shall have perpetual existence.

ARTICLE III
PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

ARTICLE IV
ADDRESS

The principal place of business and mailing address of this limited liability company shall be 23260 Mirabella Circle North, Boca Raton, Florida 33433.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the limited liability company is Eldad Israel and the initial registered agent's office address shall be 23260 Mirabella Circle North, Boca Raton, Florida 33433.

ARTICLE VI
MANAGEMENT

The limited liability company will be managed by all of its members. Their names and addresses are:

ELDAD ISRAEL

23260 Mirabella Circle North
Boca Raton, Florida 33433

ARTICLE VII
POWERS

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

The members shall have the right to admit new members. The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for such consideration as the members shall determine.

SECRETARY OF STATE
ALAHASSEE, FLORIDA

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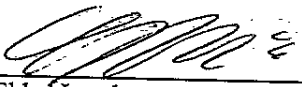
ARTICLE IX
RIGHT OF CONTINUANCE

The members shall 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 that terminates the continued membership of a member in the limited liability company.

ARTICLE X
REGULATIONS

The Regulations may be adopted, altered, amended or repealed by the members.

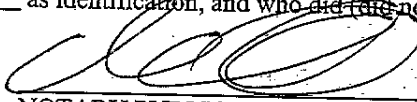
IN WITNESS WHEREOF, a member of the limited liability company has executed these Articles of Organization on the ___ day of May, 1999, and affirms under the penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.



Eldad Israel

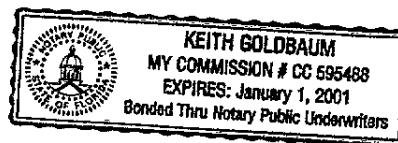
STATE OF FLORIDA }
COUNTY OF DADE BEACH }

The foregoing instrument was acknowledged before me this 28 day of May, 1999, by Eldad Israel, who is personally known to me or produced Driver's Lic. as identification, and who ~~did~~ (did not) take an oath.



NOTARY PUBLIC, STATE OF FLORIDA
KEITH A. GOLDBAUM
Printed name of Notary


My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

1. The name of the limited liability company is GENESIS HOTELS, LLC
2. The limited liability company has at least one (1) member.
3. The name and address of each member of the limited liability company is:


 Eldad Israel
 DATE: 5/28/99

STATE OF FLORIDA
COUNTY OF FLAM BEACH

 **KEITH GOLDBAUM**
MY COMMISSION # CC 595488
EXPIRES: January 1, 2001
Bonded Thru Notary Public Underwriters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

GENESIS HOTELS, LLC
2. The name and address of the registered agent and office is:

Eldad Israel
23260 Mirabella Circle North
Boca Raton, Florida 33433

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.

SIGNATURE 
(Registered Agent)

DATE: May 28, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA