



THE UNITED STATES
CORPORATION
COMPANY

L99000003971

ACCOUNT NO. : 072100000032

REFERENCE : 273643 7186642

AUTHORIZATION :

Patricia Pizjuts

COST LIMIT : \$ 285

ORDER DATE : June 18, 1999

ORDER TIME : 1:35 PM

ORDER NO. : 273643-005

200002909832--2

CUSTOMER NO: 7186642

CUSTOMER: Mr. Domien A. Takx
MR. DOMIEN A. TAKX
MR. DOMIEN A. TAKX
4529 Woodlands Villiage Drive

Orlando, FL 32835

DOMESTIC FILING

NAME: WINDSOR HOTELS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 18 PM 2:20

RECEIVED
99 JUN 18 PM 3:59
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FLORIDA

B/K
6/18/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 18, 1999

CHRISTINE LILLICH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: WINDSOR HOTELS, LLC
Ref. Number: W99000014314

RESUBMIT

Please give original
submission date as file date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 18 PM 2:20

We have received your document for WINDSOR HOTELS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The Registered Agent -- CSC -- MUST SIGN the acceptance statements. ALSO, if CSC means to sign the ARTICLES, that should be done.,

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 Kohr
Corporate Specialist

Letter Number: 699A00032856

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JUL 1 1999

19 JUL - 1 PM 12:51

RECEIVED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
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ARTICLE I. NAME

The name of the Limited Liability Company is:

WINDSOR HOTELS, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4529 Woodlands Village Drive, Orlando, Florida 32835.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Member: Domien A. Takx 4529 Woodlands Village Drive
Orlando, Florida 32835

Member: Mark Manring 4529 Woodlands Village Drive
Orlando, Florida 32835

The undersigned authorized representative of a member of
WINDSOR HOTELS, LLC hereby executes these articles of
organization on this 18 Day of JUNE 1997.

CORPORATION SERVICE COMPANY

Laura R. Dunlap

Its Agent, Laura R. Dunlap

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: _____

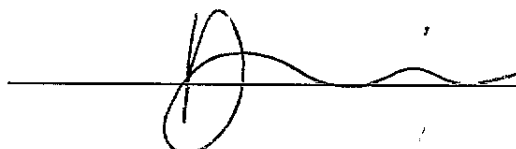
CRL _____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WINDSOR HOTELS, LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the members is \$1,000:
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0: please provide description of same.
- 4) the amount of cash or property anticipated to be contributed by members is \$10,000:
- 5) the total amount of 2, 3, and 4 is: \$11,000.

 D. Talx

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 18 PM 2:20LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of WINDSOR HOTELS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
14th day of June, 1999.

* Mark Manning
WITNESS

Mark Manning
TYPED OR PRINTED NAME

* L. Takx
WITNESS

Lorraine Takx
TYPED OR PRINTED NAME

* [Signature]
SIGNATURE

DAVID E. TAYLOR
TYPED OR PRINTED NAME