

**Law Offices of
MAHAFFEY, LEITCH & BURGUNDER**

800 Westwood Square, Suite A

The Brinker Center

Oviedo, FL 32765

Telephone: (407) 366-8708 and (407) 366-3555

Facsimile: (407) 366-8149

REPLY TO: OVIEDO

John D. Mahaffey, Jr.
Dougald B. Leitch
Karl A. Burgunder

Orlando Office:
3113 Lawton Road, Suite 225
Orlando, FL 32803
Tel: (407) 894-2081

L99000005116

August 4, 1999

Division of Corporations
Attention: New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

700002954477--5
-08/09/99--01112--003
****250.00 ****250.00
700002954477--5
-08/09/99--01112--004
*****35.00 *****35.00

RE: HDC International, LLC

Dear Sir or Madam:

Enclosed are the articles of organization, affidavit of membership and contributions, and acceptance by registered agent for the above-referenced entity and my checks for \$250.00 and \$35.00 representing the filing fee for the articles and acceptance by registered agent, respectively. Please file these documents per your usual manner.

Sincerely,

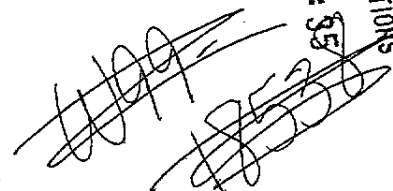


Karl A. Burgunder

enc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 1999

KARL A. BURGUNDER, ESQ.
MAHAFFEY, LEITCH & BURGUNDER
800 WESTWOOD SQUARE, SUITE A
OVIDO, FL 32765

SUBJECT: HDC INTERNATIONAL, LLC
Ref. Number: W99000018538

We have received your document for HDC INTERNATIONAL, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 799A00040400

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John D. Mahaffey, Jr.
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Karl A. Burgunder

Orlando Office:
3113 Lawton Road, Suite 225
Orlando, FL 32803
(407) 894-2081

August 16, 1999

FAX: (407) 366-8149

REPLY TO: OVIEDO

Ms. Gretchen Harvey
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

BY FEDERAL EXPRESS

Dear Ms. Harvey:

Pursuant to your letter dated August 10, 1999, a copy of which I have attached for your reference, enclosed please find my revised Articles of Organization regarding HDC International. The members of HDC International have elected to employ an alternate name for their limited liability company, as opposed to modifying the original HDC International name, which you have indicated is unavailable. Therefore, please file the enclosed Articles of Organization, as well as Acceptance of Registered Agent and Affidavit of Membership and Contributions regarding Hospitality Development Consultants International, LLC per your usual manner. Please return the originals to my attention after filing.

As I have already submitted a fee in the amount of \$285.00, representing the filing fee for the Articles and Acceptance of Registered Agent for HDC International, LLC, I am enclosing no additional funds for filing but would ask that you file the Articles and related documents of Hospitality Development Consultants International, LLC in lieu of the previously submitted Articles and related documents for HDC International, LLC.

If you have any questions, regarding the filing of the foregoing documents, please do not hesitate to contact me.

Very truly yours,



Karl A. Burgunder

KAB/vm
Enclosures

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**ARTICLES OF ORGANIZATION
of
HOSPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be HOSPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC ("Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 732 Windwillow Circle, Winter Springs, FL 32708. The company may, from time to time, change the principal office of the company or may designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE III - PURPOSE

The company is organized for the purpose of providing construction services and for any and all other lawful purposes without limitation.

ARTICLE IV - DURATION

The company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

Prepared by/return to:
Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
800 Westwood Square, Suite A
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Fla. Bar No. 980935

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: Karl A. Burgunder, Attorney at Law, MAHAFFEY, LEITCH & BURGUNDER, whose address is: 800 Westwood Square, Suite A, The Brinker Center, Oviedo, FL 32765.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth below:

Jess Burts	\$1,000.00
Harvey Dale Cheek	\$1,000.00
Michael Cordiner	\$1,000.00

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the

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company is continued by the consent of all the remaining members.

ARTICLE X - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME	ADDRESS
Jess Burts	20585 SW 1st St., Pembroke Pines, FL 33029
Harvey Dale Cheek	954 Linkside Terr., Alpharetta, GA 30005
Michael Cordiner	120 Peregrine Ct., Winter Springs, FL 32708

ARTICLE XI - INDEMNIFICATION

The company shall indemnify any member or organizer, or any former member or organizer to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Oviedo, Florida, on this 16th day of August, 1999.


Michael Cordiner

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

The foregoing Articles of Organization of HO SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC WERE sworn to and subscribed before me this 16th day of August, 1999 by Michael Cordiner, who produced D/L as identification.


Notary Public, State of Florida

Prepared by/return to:
Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
800 Westwood Square, Suite A
The Brinker Center
Oviedo, FL 32765
(407) 366-3555
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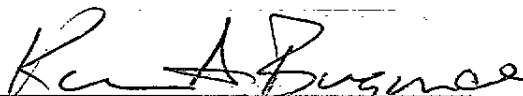
Vickie L. Murray
My Commission CC795817
Expires December 8, 2002

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HC SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC
ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of HO. SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Dated this 16th day of August, 1999.


Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
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STATE OF FLORIDA }
COUNTY OF SEMINOLE }

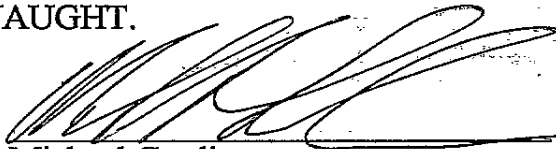
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of HC 'SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC deposes and says:

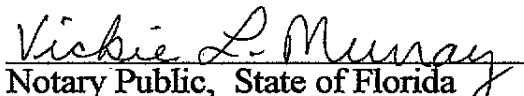
1. HO 'SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC has three members.
2. The total amount of cash contributed or anticipated to be contributed by the members of HO 'SPITALITY DEVELOPMENT CONSULTANTS INTERNATIONAL, LLC is \$3,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: August 16, 1999

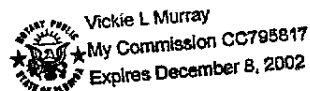

Michael Cordiner

Sworn to and subscribed before me this 16th day of August, 1999 by Michael Cordiner, who produced D/L as identification.


Notary Public, State of Florida

Print, Type, or Stamp
Commissioned Name of Notary Public

Prepared by/return to:
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