

L99000005699



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 368861 10463A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pajito

ORDER DATE : September 9, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 368861-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
COHEN NORRIS SCHERER
COHEN NORRIS SCHERER
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

8000002983808--5

DOMESTIC FILING

NAME: PLANTATION HOTEL ASSOCIATES,
LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 10 PM 3:14

FILED
SEP 10 2000
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
PLANTATION HOTEL ASSOCIATES, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is **PLANTATION HOTEL ASSOCIATES, LLC**.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 114 Annapolis St., Annapolis, Maryland. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the manager is:

Magna Hotel Associates, L.C.
114 Annapolis Street
Annapolis, Maryland 21401

ARTICLE VI

Additional members may be admitted to this limited liability company upon unanimous approval of the members.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 10 PM 3:34

ARTICLE VII

The business of this limited liability company shall be dissolved 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 this limited liability company, unless the remaining members consent unanimously to the continuation of the business of the limited liability company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 7 day of September, 1999.

Magna Hotel Associates, L.C., a Florida
limited liability company

By: W-B Realty Holdings, L.C., Manager

By: W.B. [Signature]
(Signature of Member or the authorized
Representative of a Member)

STATE OF MARYLAND)

COUNTY OF Anne Arundel)

The foregoing instrument was acknowledged before me this ____ day of September, 1999, by WILLIAM F. BURRUS, member of the managing limited liability company, who is executing this document on behalf of the limited liability company.

Executed this 7 day of September, 1999.

[Signature]
Signature of Notary
Printed Name: JOE STASKIEWICZ
My Commission Expires:
My Commission Number:

Notary Public, Anne Arundel County, MD
My Commission Expires May 20, 2000

**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: Plantation Hotel Associates, LLC

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

Corporation Service Company

NAME

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

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.

By:

Lynette Coleman, as agent

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF
PLANTATION HOTEL ASSOCIATES, LLC**

COMES NOW PLANTATION HOTEL ASSOCIATES, LLC, a Florida limited liability company (the "LC"), by a member, MAGNA HOTEL ASSOCIATES, L.C., which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LC has at least one member.
2. The total amount of capital contributions of the members is one hundred dollars (\$100).
3. If any, the agreed value of property other than cash contributed by members is \$0. .
4. The total amount of cash or property anticipated to be contributed by members is \$100. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

Dated: September 1, 1999.

Magna Hotel Associates, L.C.

By: W-B Realty Holdings, L.C., Manager

By: 

Signature of a Member or authorized representative of a Member.
(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).