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REFERENCE : 387437 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 27, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 387437-010

CUSTOMER NO: 80690A

CUSTOMER: Evan D. Seif, Esq  
BREIER AND SEIF, P.A.  
BREIER AND SEIF, P.A.  
Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

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\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: ROYAL PALM HOSPITALITY II,  
L.L.C.

\*\*\*\*\*FILE 2ND\*\*\*\*\*

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: Erika Carlson

EXAMINER'S INITIALS:

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

99 SEP 27 AM 9:40

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DIVISION OF CORPORATIONS

99 SEP 27 AM 11:57

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF A  
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of the Company is:

ROYAL PALM HOSPITALITY II, L.L.C..

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is  
1500 S.E.17<sup>th</sup> Street Causeway, Fort Lauderdale, Florida 33316.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its manager which shall consists of one (1) entity duly elected by the Members in the manner set forth in the Regulations and Operating Agreement of the Company. The name and address of the initial manager who is to serve as manager until the first annual meeting of the Members or until its successor shall have been duly elected and qualified as set forth in the Regulations and Operating Agreement of the

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Company is as follows:

<u>Name</u>	<u>Address</u>
MANAGER II CORP.	300 – 71 <sup>st</sup> Street, Suite 635 Miami Beach, Florida 33141

#### ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

#### ARTICLE VI - RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of 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 of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company as set forth in the Regulations and Operating Agreement of the Company.

#### ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is EVAN D. SEIF. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

### ARTICLE VIII - REGULATIONS AND OPERATING AGREEMENT

The regulation and management of the affairs of the Company shall be governed by the Regulations and Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members of the Company and any such amendment requires the unanimous written consent of all Members of the Company.

### ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

### ARTICLE X - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of ROYAL PALM HOSPITALITY II, L.L.C. certifies:

1. That ROYAL PALM HOSPITALITY II, L.L.C. has at least one Member;
2. The total amount of cash contributed by the Members is \$1,000.
3. No property has been contributed by the Members to Royal Palm Hospitality II, L.L.C.
4. It is anticipated at this time that additional cash shall be contributed to ROYAL PALM HOSPITALITY II, L.L.C., by the Members in the amount of \$1,650,000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization  
this 24 day of September, 1999.

GERALD S. MILLER REVOCABLE LIVING  
TRUST - MEMBER

By:   
GERALD S. MILLER, Co-Trustee

By:   
BARBARA R. MILLER, Co-Trustee

(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit  
(Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are  
true.)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ROYAL PALM HOSPITALITY II, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of ROYAL PALM HOSPITALITY II, L.L.C.

Date: 9/24/99

  
EVAN D. SEIF, Initial Registered Agent