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LIMITED LIABILITY COMPANY

HOLLYWOOD HOTEL ACQUISITIONS L.L.C.

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Certificate of Status	0
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ARTICLES OF ORGANIZATION OF HOLLYWOOD HOTEL ACQUISITIONS
L.L.C. A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is Hollywood Hotel Acquisitions L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1995 E. Hallandale Beach Boulevard, 2nd Floor, Hallandale, Florida, 33009.

ARTICLE III - Purpose

The Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V - Initial Member:

The name and address of the initial member is as follows:

<u>Name</u>	<u>Address</u>
Thomas M. Driscoll	1995 E. Hallandale Beach Boulevard 2 nd Floor Hallandale, Florida 33009

ARTICLE VI - Management:

This Limited Liability Company is to be managed by its members and the name of the managing member is Thomas M. Driscoll, with its principal address at 1995 E. Hallandale Beach Boulevard, 2nd Floor, Hallandale, Florida, 33009.

ARTICLE VII - Admission of Additional Members:

Additional members may be admitted upon the approval of all of the members.

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ARTICLE VIII - Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business 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 the limited liability company, the Limited Liability Company shall be dissolved unless all of the remaining members consent to continue the business of the Limited Liability Company, or by amendment to these Articles of Organization providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE IX - Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of Hollywood Hotel Acquisitions L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$ _____;
- 3) If any, the agreed value of property other than cash contributed by the member is (A description of the property attached and made a part hereto); and \$ _____;
- 4) the total amount of cash and property contributed and anticipated to be contributed by the member is \$ _____.

ARTICLE X - Regulations:

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

ARTICLE V - Registered Office and Registered Agent:

The registered office of the Company shall be 3111 Stirling Road, Fort Lauderdale, Florida 33312, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Alan B. Koslow, Esq.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization and acknowledged them to be my act this 27 day of August, 1999.

By: 

(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.)

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REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, Hollywood Hotel Acquisitions L.L.C., as stated in the Articles of Organization.

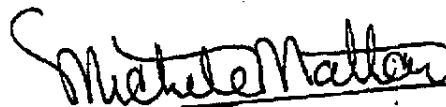

Name: Alan B. Koslow, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

SS.

The foregoing Articles of Organization were acknowledged before me this 24 day of August, 1999 by Thomas M. Driscoll who has produced a valid driver's license or passport for identification and who did (not) take an oath.


Notary Public
State of Florida

My Commission Expires:



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