

L990000007245



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 444967 10250A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 155.00

ORDER DATE : October 29, 1999

ORDER TIME : 1:41 PM

ORDER NO. : 444967-005

CUSTOMER NO: 10250A

CUSTOMER: Ms. Chris L. Wohlbrandt
VOGEL LAW OFFICE
VOGEL LAW OFFICE
Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

8000003029446--0

DOMESTIC FILING

NAME: INNS BY THE SEA, 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: Angie Glisar

EXAMINER'S INITIALS:

MJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 PM 4:14

RECEIVED
99 OCT 29 PM 2:28
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
INNS BY THE SEA, LLC**

ARTICLE I
NAME

The name of the Limited Liability Company is:

INNS BY THE SEA, LLC

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

6230 Estero Boulevard
Fort Myers Beach, Florida 33931

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be: 50 years or until dissolved in an manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by a Manager and the name and address of such manager who is to serve as manager until a successor is elected and qualified is:

Herbert C. Pohlmann
6230 Estero Boulevard
Fort Myers Beach, Florida 33931

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99 OCT 29 PM 4:14

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Upon approval by 51% of the Members, the Company is authorized to issue additional Units in the Company and to admit Additional Members to the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall have the right 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.

These Articles are executed this 28th day of October, 1999 by an undersigned Member of INNS BY THE SEA, LLC, pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

MEMBER: _____



HERBERT C. POHLMANN, TRUSTEE OF THE
HERBERT CHARLES POHLMANN, JR.
DECLARATION OF TRUST, June 15, 1990

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE
STATE OF FLORIDA:

1. The name of the Limited Liability Company is:

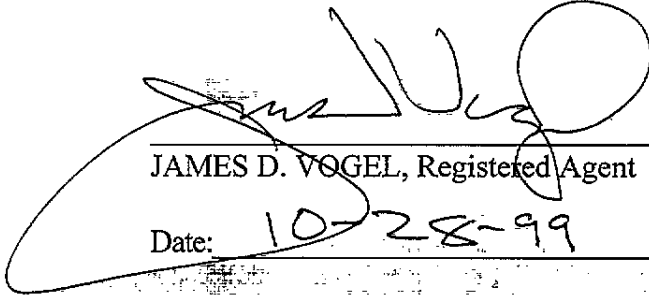
INNS BY THE SEA, LLC

2. The name and address of the registered agent and office is:

James D. Vogel, Esquire

3936 Tamiami Trail North, Suite B
Naples, Florida 34103

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.



JAMES D. VOGEL, Registered Agent

Date: 10-28-99