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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

HDMG Hotels L.L.C.

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W99-26238

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE
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Ordered By: _____

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: HDMG HOTELS, L.L.C.
Ref. Number: W99000026238

We have received your document for HDMG HOTELS, L.L.C. and your check(s) totaling \$150.00. However, the document has not been filed and is being retained in this office for the following:

Please submit an additional \$5.00. The amount you submitted is \$5.00 too little cover the filing fee (\$125.00) and certified copy fee (\$30.00).

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00054783

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

HDMG HOTELS, L.L.C.

A Florida Limited Liability Company

ARTICLE 1

NAME

The name of this Limited Liability Company is: HDMG Hotels, L.L.C.

ARTICLE 2

DURATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address and street address of the principal office of the limited liability company is 530 Seabreeze Blvd., Daytona Beach, FL 32118. The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 4

MANAGEMENT

The limited liability company is to be managed by its members. The name and address of the managing member is:

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Ronald A. Cook
530 Seabreeze Blvd.
Daytona Beach, Fl 32118

ARTICLE 5

CONTINUATION OF BUSINESS

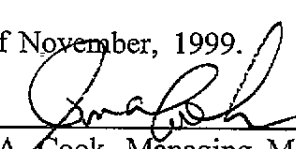
Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

ARTICLE 6

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the unanimous consent of the members. If such person is admitted, he or she shall be subject to the obligations and limitations in the Regulations and Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this ____ day of November, 1999.

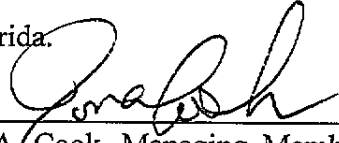


Ronald A. Cook, Managing Member

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, HDMG Hotels, L.L.C. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

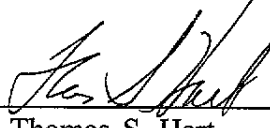


Ronald A. Cook, Managing Member

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of HDMG Hotels, L.L.C. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: 

Thomas S. Hart
Vice President

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