

DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

November 24, 1999

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4929.03-99-549

Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/29/99--01128--010
***155.00 ***155.00

Gentlemen:

Enclosed are two executed counterparts of Articles of Organization of Asutosh Hotels II, L.L.C. to be filed in your office.

Also enclosed is our check in the amount of \$155.00 to cover the filing fee, designation of registered agent and certified copy. Please certify one of the enclosed counterparts and return it to us at your early convenience.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

SAP:jh
Enclosures
cc: Mr. Anil D. Patel

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TALLAHASSEE, FLORIDA

CB
12-1-99

ARTICLES OF ORGANIZATION
OF
ASUTOSH HOTELS II, LLC

The undersigned, being the authorized representative of one or more of the members of the limited liability company being formed under Chapter 608, Florida Statutes, hereby adopts the following articles of organization:

I.

The name of the limited liability company is:

ASUTOSH HOTELS II, LLC,

(hereinafter the "Company").

II.

The Company shall have perpetual existence, unless dissolved by operation of law.

III.

The street address of the principal office of the Company is 327 North Hernando Street, Lake City, Florida 32055, and the mailing address is Post Office Box 3029, Kingsland, Georgia 31548.

IV.

The name and street address of the initial registered agent in the State of Florida for the Company is S. AUSTIN PEELE, 327 North Hernando Street, Lake City, Florida 32055. By signing these articles of organization, the registered agent voluntarily consents to serve as registered agent for the Company and acknowledges

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TALLAHASSEE, FLORIDA

that he is familiar with the obligations and duties of a registered agent as required by law and hereby accepts those duties and responsibilities.

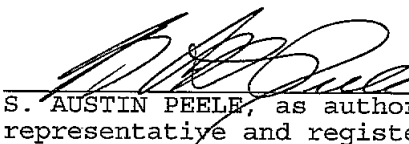
V.

The unanimous consent of all members shall be required to admit additional members, which shall be in accordance with the terms and conditions of the operating agreement of the Company.

VI.

None of the members of the Company are liable for the payment of any debt, obligation or other liability of the Company.

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


S. AUSTIN PEELE, as authorized
representative and registered agent

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TALLAHASSEE, FLORIDA

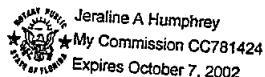
STATE OF FLORIDA

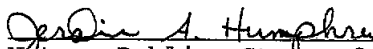
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 24th day of November, 1999, by S. AUSTIN PEELE, who is personally known to me, or who has produced _____ as identification.

(NOTARIAL

SEAL)




Notary Public, State of Florida

Jeraline A. Humphrey
(Print or Type Name)

My Commission Expires: